

**AGENDA**  
**GOVERNANCE COMMITTEE MEETING**  
**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)**

**One McInnis Parkway, 1st Floor**  
**Retirement Board Conference Room**  
**San Rafael, CA**

**October 23, 2024 – 9:00 a.m.**

---

This meeting will be held at the address listed above and, absent technological disruption, will be accessible via videoconference and conducted in accordance with Government Code section 54953 and 54954.2 through December 31, 2025.

Instructions for watching the meeting and/or providing public comment, as well as the links for access, are available on the [Watch & Attend Meetings](https://www.mcera.org/retirementboard/agendas-minutes/watchmeetings) page of MCERA's website. Please visit <https://www.mcera.org/retirementboard/agendas-minutes/watchmeetings> for more information.

The Board of Retirement encourages a respectful presentation of public views to the Board. The Board, staff and public are expected to be polite and courteous, and refrain from questioning the character or motives of others. Please help create an atmosphere of respect during Board meetings.

**CALL TO ORDER**

**ROLL CALL**

**CONSIDER ANY BOARD MEMBER REQUESTS TO TELECONFERENCE FOR  
"JUST CAUSE" OR "EMERGENCY," AS SET FORTH ON THIS AGENDA BELOW**

**MINUTES**

April 24 , 2024 Governance Committee meeting

**A. OPEN TIME FOR PUBLIC EXPRESSION**

Note: The public may also address the Committee regarding any agenda item when the Committee considers the item.

Open time for public expression, from three to five minutes per speaker, on items not on the Committee Agenda. While members of the public are welcome to address the Committee during this time on matters within the Committee's jurisdiction, except as otherwise permitted by the Ralph M. Brown Act (Government Code Sections 54950 et seq.), no deliberation or action may be taken by the Committee concerning a non-agenda item. Members of the Committee may (1) briefly respond to statements made or questions posed by persons addressing the Committee, (2) ask a question for clarification, or (3) provide a reference to staff for factual information.

## **B. NEW BUSINESS**

1. Proxy Voting
  - a. Proxy Voting Reports  
Proxy voting records of public equity managers for June 30, 2024
  - b. Proxy Voting Reports – Executive Compensation  
Review and discuss the ISS executive compensation proxy voting reports for the Dimensional Fund Advisors and State Street Global Advisors portfolios
2. Governance Risk Report – Institutional Shareholder Services (ISS) – Jack Ferdon  
Review and discuss the ISS quarterly Risk Assessment Report
3. Retirement Administrator Annual Performance Evaluation Policy  
Consider, discuss, and possibly recommend to Board updates to policy
4. Investment Policy Statement  
Consider, discuss, and possibly recommend to Board updates to policy
5. Existing Policies – Standard Review with Proposed Updates
  - a. Trustee and Staff Travel Expense Policy (ACTION)  
Consider possible recommendation to Board on updates to policy
  - b. Disability Retirement and Service-Connected Survivor/Death Benefit Applications Policy (ACTION)  
Consider possible recommendation to Board on updates to policy
  - c. Finance and Risk Management Committee Charter (ACTION)  
Consider possible recommendation to Board on updates to charter
6. Existing Policies – Standard Review without Proposed Updates
  - a. Audit Committee Charter (ACTION)  
Conduct standard policy review
  - b. Policy Regarding Compensation Earnable and Pensionable Compensation Determinations (ACTION)  
Conduct standard policy review
  - c. Trustee Education Policy (ACTION)  
Conduct standard policy review
  - d. Facility Use and Reservation Policy (ACTION)  
Conduct standard policy review
  - e. Key Service Provider Performance Evaluation Policy (ACTION)  
Conduct standard policy review
  - f. Procedures for Hearings on Matters Other Than Disability Retirement (ACTION)  
Conduct standard policy review

- g. Records Retention Policy and Guidelines (ACTION)  
Conduct standard policy review
  - h. Timing of Employer Payment of Required Contributions to MCERA Policy (ACTION)  
Conduct standard policy review
7. Next Committee Meeting  
Consider and discuss agenda items for future meetings

**Note on Process: Items designated for information are appropriate for Committee action if the Committee wishes to take action.**

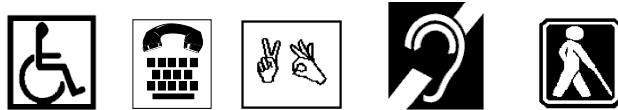
**Note on Board Member requests to participate by teleconference under Government Code section 54953, subdiv. (f):** At least a quorum of the Committee must be present together physically at the meeting to invoke this provision. The provision is limited to “just cause” and “emergency” circumstances, as follows:

“Just cause” is only: (1) a childcare or caregiving need of a child, parent, grandparent, grandchild, sibling, spouse or domestic partner that requires them to participate remotely; (2) a contagious illness that prevents a member from attending in person; (3) a need related to a physical or mental disability, as defined; or (4) travel while on official business of MCERA or another state or local agency. A Board member invoking “just cause” must provide a general description of the circumstances relating to their need to appear remotely at a given meeting, and it may not be invoked by a Board member for more than two meetings in a calendar year.

“Emergency circumstances” is only: “a physical or family medical emergency that prevents a member from attending in person.” The Board member invoking this provision must provide a general description of the basis for the request, which shall not require the member to disclose personal medical information. Unlike with “just cause,” the Board must by majority vote affirm that an “emergency circumstance” situation exists.

As to both of the above circumstances, the Board member “shall publicly disclose at the meeting before any action is taken whether any other individuals 18 years of age or older are present in the room at the remote location with the member and the general nature of the member’s relationship with any such individuals.” Also, the Board member “shall participate through both audio and visual technology,” and thus be both audible and visible to those attending. Finally, no Board member may invoke these teleconference rules for more than three consecutive months or 20 percent of the regular meetings of the Board.

**Note on teleconference disruption that interrupts the live stream: In the event of a technological or similar disruption, and provided no Board/committee members are attending by teleconference, the meeting will continue in person.**



Agenda material is provided upon request. Requests may be submitted by email to [MCERABoard@marincounty.gov](mailto:MCERABoard@marincounty.gov), or by phone at (415) 473-6147.

MCERA is committed to assuring that its public meetings are accessible to persons with disabilities. If you are a person with a disability and require an accommodation to participate in a County program, service, or activity, requests may be made by calling (415) 473-4381 (Voice), Dial 711 for CA Relay, or by email at least five business days in advance of the event. We will do our best to fulfill requests received with less than five business days' notice. Copies of documents are available in alternative formats upon request.

The agenda is available on the Internet at <http://www.mcera.org>



For consideration at October Committee meeting

## MINUTES

### GOVERNANCE COMMITTEE MEETING MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)

One McInnis Parkway, 1st Floor  
Retirement Board Conference Room  
San Rafael, CA

April 24, 2024 – 9:00 a.m.

---

This meeting was held at the address listed above and, absent technological disruption, was accessible via videoconference and conducted in accordance with Government Code section 54953 and 54954.2.

#### CALL TO ORDER

Chair Cooper called the meeting to order at 9:00 a.m.

#### ROLL CALL

PRESENT: Cooper, Gladstern, Jones, Silberstein

ABSENT: Poole

#### CONSIDER ANY BOARD MEMBER REQUESTS TO TELECONFERENCE FOR “JUST CAUSE” OR “EMERGENCY,” AS SET FORTH ON THIS AGENDA BELOW

No Committee members requested to teleconference.

#### MINUTES

It was M/S Silberstein/Gladstern to approve the October 25, 2023 Governance Committee Meeting Minutes as submitted. The motion passed by a vote of 4-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein

NOES: None

ABSTAIN: None

ABSENT: Poole

#### A. OPEN TIME FOR PUBLIC EXPRESSION

Note: The public may also address the Committee regarding any agenda item when the Committee considers the item.

Open time for public expression, from three to five minutes per speaker, on items not on the Committee Agenda. While members of the public are welcome to address the Committee during this time on matters within the Committee's jurisdiction, except as otherwise permitted by the Ralph M. Brown Act (Government Code Sections 54950 et seq.), no deliberation or

For consideration at October Committee meeting

action may be taken by the Committee concerning a non-agenda item. Members of the Committee may (1) briefly respond to statements made or questions posed by persons addressing the Committee, (2) ask a question for clarification, or (3) provide a reference to staff for factual information.

No members of the public provided comment.

## **B. NEW BUSINESS**

### **1. Proxy Voting**

#### **a. Proxy Voting Reports**

Proxy voting records of public equity managers for December 31, 2023

Retirement Administrator Jeff Wickman presented proxy voting records of MCERA equity managers for the third and fourth quarters of 2023. Trustee Silberstein expressed appreciation to staff for providing the proxy reports. He observed that Fidelity Institutional Asset Management (FIAM) proxy votes reflect the changes requested by the Committee to have the information presented in alphabetical order by company with the reasons for votes against management.

#### **b. Proxy Voting Reports – Executive Compensation**

Review and discuss the ISS executive compensation proxy voting reports for the Dimensional Fund Advisors and State Street Global Advisors portfolios

Mr. Wickman presented proxy reports on executive compensation and related statistics for the Dimensional Fund Advisors (DFA) and State Street Global Advisors (SSGA) ISS accounts for the 4<sup>th</sup> quarter of 2023 and the 1<sup>st</sup> quarter of 2024. Chair Cooper thanked staff for the comprehensive proxy reporting. Trustee Silberstein observed that an important part of corporate governance is that the majority of directors are independent of the company. He pointed out that MCERA's new policy on Say on Pay with ISS is to vote against CEO compensation packages that are more than 100 times the pay of the median worker.

Mr. Wickman highlighted the ISS summary report on Say on Pay proxy votes that shows since the new policy went into place, MCERA voted no approximately 54% of the time. Trustee Silberstein noted MCERA voted no on 76% of DFA Say on Pay matters. For State Street Say on Pay matters, MCERA voted no 78% of the time. He said examples of no votes included CEO's receiving 1,000 or 2,000 times more than the median worker.

Trustee Gladstern noted there were interesting shareholder resolutions. Trustee Silberstein added that MCERA voted no on 4 out of 9 shareholder resolutions at Microsoft because of the belief management was already addressing the issues. Trustee Silberstein pointed out there are more shareholder resolutions than in the past.

### **2. Governance Risk Report – Institutional Shareholder Services (ISS) – Jack Ferdon**

Review and discuss the ISS quarterly Risk Assessment Report

For consideration at October Committee meeting

Jack Ferdon, Senior Associate in Client Services with Institutional Shareholder Services, discussed the Governance Risk Report for the fourth quarter of 2023. Mr. Ferdon observed two companies on the report, Oracle and Palo Alto Networks, received a poor governance score as a result of compensation and governance issues. He said the most interesting shareholder proposal during the quarter was a request that Microsoft provide information related to the impacts of artificial intelligence. In one proxy contest MCERA voted with the dissident who did not succeed. Mr. Wickman presented a list identifying which of MCERA investment managers had holdings in the companies on the ISS Governance Risk report for Q4 2023.

Turning to the Governance Risk Report for the first quarter of 2024, Mr. Ferdon highlighted TransDigm Group as rating poorly due to governance issues. The Management Summary shows there were instances where MCERA did not vote its proxies, which was due to trade restrictions that would have been triggered so the ISS system automatically suspended the voting of those proxies. Mr. Ferdon noted that a shareholder proposal asking about the impact of artificial intelligence on Apple received 37% of votes which is a high percentage for a shareholder proposal.

3. Existing Policies – Standard Review with Proposed Updates

a. Trustee and Staff Travel Expense Policy (ACTION)

Consider possible recommendation to Board on updates to policy

Mr. Wickman presented updates to the Trustee and Staff Travel Expense Policy clarifying that all SACRS and CalAPRS educational programs are excluded from those educational programs with overnight lodging that are limited to no more than three per year. Also, the gift limit in the policy was increased to match the current state guideline of \$590.

It was M/S Jones/Silberstein to recommend that the Board approve updates to the Trustee and Staff Travel Expense Policy as submitted. The motion passed by a vote of 4-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein  
NOES: None  
ABSTAIN: None  
ABSENT: Poole

b. Policy Regarding Adoption of Actuarial Economic Assumptions (ACTION)

Consider possible recommendation to Board on updates to policy

The update to the Policy Regarding Adoption of Actuarial Economic Assumptions changes the effective date of economic assumptions to the June 30, 2023 Actuarial Valuation to match the most recent completed actuarial valuation adopted by the Board in February 2024.

It was M/S Jones/Silberstein to recommend that the Board approve the update to the Policy Regarding Adoption of Actuarial Economic Assumptions as submitted. The motion passed by a vote of 4-0 as follows:

For consideration at October Committee meeting

AYES: Cooper, Gladstern, Jones, Silberstein  
NOES: None  
ABSTAIN: None  
ABSENT: Poole

c. Conflict of Interest Code (ACTION)

Consider possible recommendation to Board on updates to code

Updates to the Conflict of Interest Code increase the gift limit from \$520 to \$590.

It was M/S Silberstein/Gladstern to recommend that the Board approve updates to the Conflict of Interest Code as submitted. The motion passed by a vote of 4-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein  
NOES: None  
ABSTAIN: None  
ABSENT: Poole

d. Actuarial Funding Policy (ACTION)

Consider possible recommendation to Board on updates to policy

Updates to the Actuarial Funding Policy reduce amortization periods by one year and update the calendar year from 2022 to 2023.

It was M/S Jones/Gladstern to recommend that the Board approve updates to the Actuarial Funding Policy as submitted. The motion passed by a vote of 4-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein  
NOES: None  
ABSTAIN: None  
ABSENT: Poole

e. Class Action Securities Litigation Policy (ACTION)

Consider possible recommendation to Board on updates to policy

Mr. Wickman said updates to the Class Action Securities Litigation Policy align the policy with existing practice which is to report to the Board only those securities litigations that MCERA is taking an active role in. Trustee Silberstein requested that the policy be amended to require that securities litigation settlement payments received by MCERA be reported to the Board on a quarterly basis.

It was M/S Jones/Silberstein to recommend that the Board approve updates to the Class Action Securities Litigation Policy as amended per the discussion above. The motion passed by a vote of 4-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein  
NOES: None  
ABSTAIN: None  
ABSENT: Poole

For consideration at October Committee meeting

f. Policy Regarding Actuarial Equivalence Determinations for Modified Retirement and Survivor Allowances (ACTION)

Consider possible recommendation to Board on updates to policy

Mr. Wickman explained that updates to the Policy Regarding Actuarial Equivalence Determinations for Modified Retirement and Survivor Allowances provide for revised mortality assumptions that were included in the Experience Study adopted by the Board in February 2024.

It was M/S Jones/Silberstein to recommend that the Board approve updates to the Policy Regarding Actuarial Equivalence Determinations for Modified Retirement and Survivor Allowances as submitted. The motion passed by a vote of 4-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein  
NOES: None  
ABSTAIN: None  
ABSENT: Poole

4. Existing Policies – Standard Review without Proposed Updates

It was M/S Gladstern/Jones to recommend that the Board accept the review of the policies listed as Agenda Items B.4.a-i below. The motion passed by a vote of 4-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein  
NOES: None  
ABSTAIN: None  
ABSENT: Poole

- a. Accessibility of Records Policy (ACTION)  
Conduct standard policy review
- b. Budget Policy and Adoption Process (ACTION)  
Conduct standard policy review
- c. Disability Retirement and Survivor Benefits Applications Policy (ACTION)  
Conduct standard policy review
- d. Election and Duties of Board of Retirement Officers Policy (ACTION)  
Conduct standard policy review
- e. Investment Code of Conduct and Insider Trading Policy (ACTION)  
Conduct standard policy review
- f. Placement Agent Payment Disclosure Resolution and Policy (ACTION)  
Conduct standard policy review
- g. Reciprocal Members' Final Compensation Determinations Policy (ACTION)  
Conduct standard policy review

For consideration at October Committee meeting

- h. Retirement Administrator Annual Performance Evaluation Policy (ACTION)  
Conduct standard policy review
  - i. Senior Management Contingency Plan Policy (ACTION)  
Conduct standard policy review
5. Next Committee Meeting  
Consider and discuss agenda items for future meetings
- No discussion.

There being no further business, Chair Cooper adjourned the meeting at 9:49 a.m.

---

Chris Cooper  
Governance Committee Chair

---

Attest: Jeff Wickman  
Retirement Administrator

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
10X Genomics, Inc.	06/11/2024	Management	1	Elect Director Kimberly J. Popovits	For	Against	Against	Against	A vote AGAINST incumbent director nominee Kimberly (Kim) Popovits is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.
10X Genomics, Inc.	06/11/2024	Management	2	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
10X Genomics, Inc.	06/11/2024	Management	3	Permit Board to Amend Bylaws Without Shareholder Consent	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as allowing the board to amend the bylaws without shareholder consent would reduce shareholder rights.
10X Genomics, Inc.	06/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although a majority of the CEO's annual and long-term incentives were tied to clearly disclosed objective metrics, his total target LTI award value was relatively high and there are concerns with respect to the structure of FY23 PSUs, disclosure under the annual incentive program, and the proportion of objective performance conditions for other NEOs.
1st Source Corporation	04/25/2024	Management	1	Elect Director Melody Birmingham	For	For	For	For	Votes AGAINST non-independent nominee Mark Schwabero are warranted for lack of a majority independent board. Votes AGAINST Mark Schwabero are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Mark Schwabero and Ronda Shrewsbury are warranted for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.
1st Source Corporation	04/25/2024	Management	2	Elect Director Tracy D. Graham	For	For	For	For	Votes AGAINST non-independent nominee Mark Schwabero are warranted for lack of a majority independent board. Votes AGAINST Mark Schwabero are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Mark Schwabero and Ronda Shrewsbury are warranted for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.
1st Source Corporation	04/25/2024	Management	3	Elect Director Mark D. Schwabero	For	Against	Against	Against	Votes AGAINST non-independent nominee Mark Schwabero are warranted for lack of a majority independent board. Votes AGAINST Mark Schwabero are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Mark Schwabero and Ronda Shrewsbury are warranted for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.
1st Source Corporation	04/25/2024	Management	4	Elect Director Ronda Shrewsbury	For	Against	Against	Against	Votes AGAINST non-independent nominee Mark Schwabero are warranted for lack of a majority independent board. Votes AGAINST Mark Schwabero are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Mark Schwabero and Ronda Shrewsbury are warranted for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.
1st Source Corporation	04/25/2024	Management	5	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
1stdibs.com, Inc.	05/09/2024	Management	1	Elect Director Lori A. Hickok	For	Withhold	Withhold	Withhold	In the absence of governance committee members on the ballot, WITHHOLD votes are warranted for incumbent director nominees Lori Hickok and Brian (Skip) Schipper given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for incumbent director nominees Lori Hickok and Brian (Skip) Schipper given that the identified pay-for-performance misalignment has not been mitigated at this time. The NEOs' equity awards are entirely time-based. In addition, annual cash incentives were earned above target with poor disclosure on the performance metrics used.
1stdibs.com, Inc.	05/09/2024	Management	2	Elect Director Brian J. "Skip" Schipper	For	Withhold	Withhold	Withhold	In the absence of governance committee members on the ballot, WITHHOLD votes are warranted for incumbent director nominees Lori Hickok and Brian (Skip) Schipper given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for incumbent director nominees Lori Hickok and Brian (Skip) Schipper given that the identified pay-for-performance misalignment has not been mitigated at this time. The NEOs' equity awards are entirely time-based. In addition, annual cash incentives were earned above target with poor disclosure on the performance metrics used.
1stdibs.com, Inc.	05/09/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
4D Molecular Therapeutics, Inc.	05/21/2024	Management	1	Elect Director David Kim	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for David Kim given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
4D Molecular Therapeutics, Inc.	05/21/2024	Management	2	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
A10 Networks, Inc.	05/09/2024	Management	1	Elect Director Tor R. Braham	For	For	For	For	WITHHOLD votes for Eric Singer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
A10 Networks, Inc.	05/09/2024	Management	2	Elect Director Peter Y. Chung	For	For	For	For	WITHHOLD votes for Eric Singer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
A10 Networks, Inc.	05/09/2024	Management	3	Elect Director Eric Singer	For	For	Withhold	Withhold	WITHHOLD votes for Eric Singer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
A10 Networks, Inc.	05/09/2024	Management	4	Elect Director Dhruvad Trivedi	For	For	For	For	WITHHOLD votes for Eric Singer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
A10 Networks, Inc.	05/09/2024	Management	5	Elect Director Dana Wolf	For	For	For	For	WITHHOLD votes for Eric Singer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
A10 Networks, Inc.	05/09/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
A10 Networks, Inc.	05/09/2024	Management	7	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aadi Bioscience, Inc.	06/11/2024	Management	1	Elect Director Caley Castelein	For	Withhold	Withhold	Withhold	In the absence of Governance Committee members on ballot, WITHHOLD votes are warranted for director nominees Caley Castelein and Neil Desai given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the bylaws, each of which adversely impacts shareholder rights.
Aadi Bioscience, Inc.	06/11/2024	Management	2	Elect Director Neil Desai	For	Withhold	Withhold	Withhold	In the absence of Governance Committee members on ballot, WITHHOLD votes are warranted for director nominees Caley Castelein and Neil Desai given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the bylaws, each of which adversely impacts shareholder rights.
Aadi Bioscience, Inc.	06/11/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Aadi Bioscience, Inc.	06/11/2024	Management	4	Ratify BDO USA LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
AAON, Inc.	05/21/2024	Management	1	Elect Director Norman H. Asbjornson	For	For	For	For	A vote FOR the director nominees is warranted.
AAON, Inc.	05/21/2024	Management	2	Elect Director Gary D. Fields	For	For	For	For	A vote FOR the director nominees is warranted.
AAON, Inc.	05/21/2024	Management	3	Elect Director Angela E. Kouplen	For	For	For	For	A vote FOR the director nominees is warranted.
AAON, Inc.	05/21/2024	Management	4	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AAON, Inc.	05/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
AAON, Inc.	05/21/2024	Management	6	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
AAON, Inc.	05/21/2024	Management	7	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Abercrombie & Fitch Co.	06/12/2024	Management	1	Elect Director Kerri B. Anderson	For	For	For	For	A vote FOR all director nominees is warranted.
Abercrombie & Fitch Co.	06/12/2024	Management	2	Elect Director Susie Coulter	For	For	For	For	A vote FOR all director nominees is warranted.
Abercrombie & Fitch Co.	06/12/2024	Management	3	Elect Director James A. Goldman	For	For	For	For	A vote FOR all director nominees is warranted.
Abercrombie & Fitch Co.	06/12/2024	Management	4	Elect Director Fran Horowitz	For	For	For	For	A vote FOR all director nominees is warranted.
Abercrombie & Fitch Co.	06/12/2024	Management	5	Elect Director Helen E. McCluskey	For	For	For	For	A vote FOR all director nominees is warranted.
Abercrombie & Fitch Co.	06/12/2024	Management	6	Elect Director Arturo Nunez	For	For	For	For	A vote FOR all director nominees is warranted.
Abercrombie & Fitch Co.	06/12/2024	Management	7	Elect Director Kenneth B. Robinson	For	For	For	For	A vote FOR all director nominees is warranted.
Abercrombie & Fitch Co.	06/12/2024	Management	8	Elect Director Nigel Travis	For	For	For	For	A vote FOR all director nominees is warranted.
Abercrombie & Fitch Co.	06/12/2024	Management	9	Elect Director Helen Vaid	For	For	For	For	A vote FOR all director nominees is warranted.
Abercrombie & Fitch Co.	06/12/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Abercrombie & Fitch Co.	06/12/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ABM Industries Incorporated	03/27/2024	Management	1	Elect Director Quincy L. Allen	For	For	For	For	Item 1h Vote AGAINST Sudhakar Kesavan is warranted for serving as a non-independent member of a key board committee. Item 1f Vote AGAINST Governance Committee Chair Thomas (Tom) Gartland is warranted due to the board's unilateral adoption of an exclusive forum bylaw. Item 1a-1e, 1g, 1i and 1j A vote FOR the remaining director nominees is warranted.
ABM Industries Incorporated	03/27/2024	Management	2	Elect Director LeighAnne G. Baker	For	For	For	For	Item 1h Vote AGAINST Sudhakar Kesavan is warranted for serving as a non-independent member of a key board committee. Item 1f Vote AGAINST Governance Committee Chair Thomas (Tom) Gartland is warranted due to the board's unilateral adoption of an exclusive forum bylaw. Item 1a-1e, 1g, 1i and 1j A vote FOR the remaining director nominees is warranted.
ABM Industries Incorporated	03/27/2024	Management	3	Elect Director Donald F. Colleran	For	For	For	For	Item 1h Vote AGAINST Sudhakar Kesavan is warranted for serving as a non-independent member of a key board committee. Item 1f Vote AGAINST Governance Committee Chair Thomas (Tom) Gartland is warranted due to the board's unilateral adoption of an exclusive forum bylaw. Item 1a-1e, 1g, 1i and 1j A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ABM Industries Incorporated	03/27/2024	Management	4	Elect Director James D. DeVries	For	For	For	For	Item 1h Vote AGAINST Sudhakar Kesavan is warranted for serving as a non-independent member of a key board committee. Item 1f Vote AGAINST Governance Committee Chair Thomas (Tom) Gartland is warranted due to the board's unilateral adoption of an exclusive forum bylaw. Item 1a-1e, 1g, 1i and 1j A vote FOR the remaining director nominees is warranted.
ABM Industries Incorporated	03/27/2024	Management	5	Elect Director Art A. Garcia	For	For	For	For	Item 1h Vote AGAINST Sudhakar Kesavan is warranted for serving as a non-independent member of a key board committee. Item 1f Vote AGAINST Governance Committee Chair Thomas (Tom) Gartland is warranted due to the board's unilateral adoption of an exclusive forum bylaw. Item 1a-1e, 1g, 1i and 1j A vote FOR the remaining director nominees is warranted.
ABM Industries Incorporated	03/27/2024	Management	6	Elect Director Thomas M. Gartland	For	For	Against	Against	Item 1h Vote AGAINST Sudhakar Kesavan is warranted for serving as a non-independent member of a key board committee. Item 1f Vote AGAINST Governance Committee Chair Thomas (Tom) Gartland is warranted due to the board's unilateral adoption of an exclusive forum bylaw. Item 1a-1e, 1g, 1i and 1j A vote FOR the remaining director nominees is warranted.
ABM Industries Incorporated	03/27/2024	Management	7	Elect Director Jill M. Golder	For	For	For	For	Item 1h Vote AGAINST Sudhakar Kesavan is warranted for serving as a non-independent member of a key board committee. Item 1f Vote AGAINST Governance Committee Chair Thomas (Tom) Gartland is warranted due to the board's unilateral adoption of an exclusive forum bylaw. Item 1a-1e, 1g, 1i and 1j A vote FOR the remaining director nominees is warranted.
ABM Industries Incorporated	03/27/2024	Management	8	Elect Director Sudhakar Kesavan	For	For	Against	Against	Item 1h Vote AGAINST Sudhakar Kesavan is warranted for serving as a non-independent member of a key board committee. Item 1f Vote AGAINST Governance Committee Chair Thomas (Tom) Gartland is warranted due to the board's unilateral adoption of an exclusive forum bylaw. Item 1a-1e, 1g, 1i and 1j A vote FOR the remaining director nominees is warranted.
ABM Industries Incorporated	03/27/2024	Management	9	Elect Director Scott Salmirs	For	For	For	For	Item 1h Vote AGAINST Sudhakar Kesavan is warranted for serving as a non-independent member of a key board committee. Item 1f Vote AGAINST Governance Committee Chair Thomas (Tom) Gartland is warranted due to the board's unilateral adoption of an exclusive forum bylaw. Item 1a-1e, 1g, 1i and 1j A vote FOR the remaining director nominees is warranted.
ABM Industries Incorporated	03/27/2024	Management	10	Elect Director Winifred (Wendy) M. Webb	For	For	For	For	Item 1h Vote AGAINST Sudhakar Kesavan is warranted for serving as a non-independent member of a key board committee. Item 1f Vote AGAINST Governance Committee Chair Thomas (Tom) Gartland is warranted due to the board's unilateral adoption of an exclusive forum bylaw. Item 1a-1e, 1g, 1i and 1j A vote FOR the remaining director nominees is warranted.
ABM Industries Incorporated	03/27/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
ABM Industries Incorporated	03/27/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Acacia Research Corporation	05/21/2024	Management	1	Elect Director Gavin T. Molinelli	For	For	For	For	A vote FOR all director nominees is warranted.
Acacia Research Corporation	05/21/2024	Management	2	Elect Director Michelle Felman	For	For	For	For	A vote FOR all director nominees is warranted.
Acacia Research Corporation	05/21/2024	Management	3	Elect Director Isaac T. Kohlberg	For	For	For	For	A vote FOR all director nominees is warranted.
Acacia Research Corporation	05/21/2024	Management	4	Elect Director Martin D. McNulty, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Acacia Research Corporation	05/21/2024	Management	5	Elect Director Maureen O'Connell	For	For	For	For	A vote FOR all director nominees is warranted.
Acacia Research Corporation	05/21/2024	Management	6	Elect Director Geoff Ribar	For	For	For	For	A vote FOR all director nominees is warranted.
Acacia Research Corporation	05/21/2024	Management	7	Elect Director Ajay Sundar	For	For	For	For	A vote FOR all director nominees is warranted.
Acacia Research Corporation	05/21/2024	Management	8	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Acacia Research Corporation	05/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Acacia Research Corporation	05/21/2024	Management	10	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Academy Sports and Outdoors, Inc.	06/06/2024	Management	1	Elect Director Steve P. Lawrence	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Steven (Steve) Lawrence, Thomas (Tom) Nealon, Brian Marley, and Christopher (Chris) Turner given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Academy Sports and Outdoors, Inc.	06/06/2024	Management	2	Elect Director Brian T. Marley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Steven (Steve) Lawrence, Thomas (Tom) Nealon, Brian Marley, and Christopher (Chris) Turner given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Academy Sports and Outdoors, Inc.	06/06/2024	Management	3	Elect Director Tom M. Nealon	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Steven (Steve) Lawrence, Thomas (Tom) Nealon, Brian Marley, and Christopher (Chris) Turner given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Academy Sports and Outdoors, Inc.	06/06/2024	Management	4	Elect Director Chris L. Turner	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Steven (Steve) Lawrence, Thomas (Tom) Nealon, Brian Marley, and Christopher (Chris) Turner given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Academy Sports and Outdoors, Inc.	06/06/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Academy Sports and Outdoors, Inc.	06/06/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Acadia Healthcare Company, Inc.	05/23/2024	Management	1	Elect Director E. Perot Bissell	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Hunter and E. Perot Bissell are warranted for lack of a majority independent board. Votes AGAINST E. Perot Bissell are also warranted for serving as a non-independent member of a key board committee. A vote FOR Vicky B. Gregg is warranted.
Acadia Healthcare Company, Inc.	05/23/2024	Management	2	Elect Director Vicky B. Gregg	For	For	For	For	Votes AGAINST non-independent nominees Christopher Hunter and E. Perot Bissell are warranted for lack of a majority independent board. Votes AGAINST E. Perot Bissell are also warranted for serving as a non-independent member of a key board committee. A vote FOR Vicky B. Gregg is warranted.
Acadia Healthcare Company, Inc.	05/23/2024	Management	3	Elect Director Christopher H. Hunter	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Hunter and E. Perot Bissell are warranted for lack of a majority independent board. Votes AGAINST E. Perot Bissell are also warranted for serving as a non-independent member of a key board committee. A vote FOR Vicky B. Gregg is warranted.
Acadia Healthcare Company, Inc.	05/23/2024	Management	4	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Acadia Healthcare Company, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Acadia Healthcare Company, Inc.	05/23/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Accel Entertainment, Inc.	05/09/2024	Management	1	Elect Director Gordon Rubenstein	For	For	For	For	WITHHOLD votes for David (Buzz) Ruttenberg are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Governance Committee member David (Buzz) Ruttenberg given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. Votes FOR Gordon Rubenstein are warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Accel Entertainment, Inc.	05/09/2024	Management	2	Elect Director David W. Ruttenberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for David (Buzz) Ruttenberg are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Governance Committee member David (Buzz) Ruttenberg given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. Votes FOR Gordon Rubenstein are warranted.
Accel Entertainment, Inc.	05/09/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Accel Entertainment, Inc.	05/09/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
ACCO Brands Corporation	05/21/2024	Management	1	Elect Director Joseph B. Burton	For	For	For	For	Votes AGAINST E. Mark Rajkowski and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/21/2024	Management	2	Elect Director Kathleen S. Dvorak	For	For	Against	Against	Votes AGAINST E. Mark Rajkowski and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/21/2024	Management	3	Elect Director Pradeep Jotwani	For	For	For	For	Votes AGAINST E. Mark Rajkowski and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/21/2024	Management	4	Elect Director Robert J. Keller	For	For	For	For	Votes AGAINST E. Mark Rajkowski and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/21/2024	Management	5	Elect Director Ron Lombardi	For	For	For	For	Votes AGAINST E. Mark Rajkowski and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/21/2024	Management	6	Elect Director Graciela I. Monteagudo	For	For	For	For	Votes AGAINST E. Mark Rajkowski and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/21/2024	Management	7	Elect Director E. Mark Rajkowski	For	For	Against	Against	Votes AGAINST E. Mark Rajkowski and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/21/2024	Management	8	Elect Director Elizabeth A. Simermeyer	For	For	For	For	Votes AGAINST E. Mark Rajkowski and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/21/2024	Management	9	Elect Director Thomas W. Tedford	For	For	For	For	Votes AGAINST E. Mark Rajkowski and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/21/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ACCO Brands Corporation	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ACI Worldwide, Inc.	06/04/2024	Management	1	Elect Director Adalio T. Sanchez	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/04/2024	Management	2	Elect Director Juan A. Benitez	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/04/2024	Management	3	Elect Director Janet O. Estep	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/04/2024	Management	4	Elect Director Mary P. Harman	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/04/2024	Management	5	Elect Director Katrinka B. McCallum	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/04/2024	Management	6	Elect Director Charles E. Peters, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/04/2024	Management	7	Elect Director Thomas W. Warsop, III	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/04/2024	Management	8	Elect Director Samir M. Zabaneh	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/04/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ACI Worldwide, Inc.	06/04/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aclaris Therapeutics, Inc.	06/06/2024	Management	1	Elect Director Christopher Molineaux	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Christopher Molineaux given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Vincent (Vin) Milano is warranted.
Aclaris Therapeutics, Inc.	06/06/2024	Management	2	Elect Director Vincent Milano	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Christopher Molineaux given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Vincent (Vin) Milano is warranted.
Aclaris Therapeutics, Inc.	06/06/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Although positive factors were identified with respect to the annual incentive program, the equity awards lack performance criteria, which is particularly concerning at a time of poor stock performance. Concerns are also raised with regards to the auto-accelerated vesting of equity awards upon a change-in-control event, and the company's lack of risk mitigating provisions.
Aclaris Therapeutics, Inc.	06/06/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Acme United Corporation	04/22/2024	Management	1	Elect Director Walter C. Johnsen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Acme United Corporation	04/22/2024	Management	2	Elect Director Richmond Y. Holden, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Acme United Corporation	04/22/2024	Management	3	Elect Director Brian S. Olschan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Acme United Corporation	04/22/2024	Management	4	Elect Director Stevenson E. Ward, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Acme United Corporation	04/22/2024	Management	5	Elect Director Susan H. Murphy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Acme United Corporation	04/22/2024	Management	6	Elect Director Rex L. Davidson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Acme United Corporation	04/22/2024	Management	7	Elect Director Brian K. Barker	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Acme United Corporation	04/22/2024	Management	8	Elect Director Paul J. Conway	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Acme United Corporation	04/22/2024	Management	9	Amend Stock Option Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 33.08 percent is excessive. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Acme United Corporation	04/22/2024	Management	10	Amend Non-Employee Director Stock Option Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 31.25 percent exceeds our guidelines. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Acme United Corporation	04/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
Acme United Corporation	04/22/2024	Management	12	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ACNB Corporation	05/07/2024	Management	1	Elect Director Donna M. Newell	For	Against	Against	Against	Votes AGAINST non-independent nominees Alan Stock, Donna Newell and D. Arthur Seibel Jr. are warranted for lack of a majority independent board. Votes AGAINST Alan Stock and Donna Newell are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Donna Newell are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Alexandra Chiaruttini is warranted.
ACNB Corporation	05/07/2024	Management	2	Elect Director D. Arthur Seibel, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Alan Stock, Donna Newell and D. Arthur Seibel Jr. are warranted for lack of a majority independent board. Votes AGAINST Alan Stock and Donna Newell are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Donna Newell are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Alexandra Chiaruttini is warranted.
ACNB Corporation	05/07/2024	Management	3	Elect Director Alan J. Stock	For	For	Against	Against	Votes AGAINST non-independent nominees Alan Stock, Donna Newell and D. Arthur Seibel Jr. are warranted for lack of a majority independent board. Votes AGAINST Alan Stock and Donna Newell are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Donna Newell are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Alexandra Chiaruttini is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ACNB Corporation	05/07/2024	Management	4	Elect Director Alexandra Chiaruttini	For	For	For	For	Votes AGAINST non-independent nominees Alan Stock, Donna Newell and D. Arthur Seibel Jr. are warranted for lack of a majority independent board. Votes AGAINST Alan Stock and Donna Newell are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Donna Newell are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Alexandra Chiaruttini is warranted.
ACNB Corporation	05/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company's change-in-control agreements with its executives contain excise tax gross-up and modified single-trigger provisions.
ACNB Corporation	05/07/2024	Management	6	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Acuity Brands, Inc.	01/24/2024	Management	1	Elect Director Neil M. Ashe	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	2	Elect Director Marcia J. Avedon, Ph.D.	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	3	Elect Director W. Patrick Battle	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	4	Elect Director Michael J. Bender	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	5	Elect Director G. Douglas Dillard, Jr.	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	6	Elect Director James H. Hance, Jr.	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	7	Elect Director Maya Leibman	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	8	Elect Director Laura G. O'Shaughnessy	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	9	Elect Director Mark J. Sachleben	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	10	Elect Director Mary A. Winston	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	11	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Acuity Brands, Inc.	01/24/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Acuity Brands, Inc.	01/24/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Acuity Brands, Inc.	01/24/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ACV Auctions Inc.	05/29/2024	Management	1	Elect Director Kirsten Castillo	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee member Kirsten Castillo given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board, supermajority vote requirement to enact certain changes to the governing documents, and the dual class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
ACV Auctions Inc.	05/29/2024	Management	2	Elect Director Rene F. Jones	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member Kirsten Castillo given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board, supermajority vote requirement to enact certain changes to the governing documents, and the dual class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
ACV Auctions Inc.	05/29/2024	Management	3	Elect Director Brian Radecki	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member Kirsten Castillo given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board, supermajority vote requirement to enact certain changes to the governing documents, and the dual class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
ACV Auctions Inc.	05/29/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ACV Auctions Inc.	05/29/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Adams Resources & Energy, Inc.	05/06/2024	Management	1	Elect Director Townes G. Pressler	For	For	For	For	A vote FOR all the director nominees is warranted.
Adams Resources & Energy, Inc.	05/06/2024	Management	2	Elect Director Michelle A. Earley	For	For	For	For	A vote FOR all the director nominees is warranted.
Adams Resources & Energy, Inc.	05/06/2024	Management	3	Elect Director Murray E. Brasseux	For	For	For	For	A vote FOR all the director nominees is warranted.
Adams Resources & Energy, Inc.	05/06/2024	Management	4	Elect Director Richard C. Jenner	For	For	For	For	A vote FOR all the director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Adams Resources & Energy, Inc.	05/06/2024	Management	5	Elect Director John O. Niemann, Jr.	For	For	For	For	A vote FOR all the director nominees is warranted.
Adams Resources & Energy, Inc.	05/06/2024	Management	6	Elect Director Dennis E. Dominic	For	For	For	For	A vote FOR all the director nominees is warranted.
Adams Resources & Energy, Inc.	05/06/2024	Management	7	Elect Director Kevin J. Roycraft	For	For	For	For	A vote FOR all the director nominees is warranted.
Adams Resources & Energy, Inc.	05/06/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Adams Resources & Energy, Inc.	05/06/2024	Management	9	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Adams Resources & Energy, Inc.	05/06/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
AdaptHealth Corp.	06/20/2024	Management	1	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
AdaptHealth Corp.	06/20/2024	Management	2	Elect Director Terence Connors	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for as Audit Committee members Terence Connors and Theodore (Ted) Lundberg given the persistent nature of material weaknesses in the company's internal controls over multiple years. A vote FOR the remaining director nominees is warranted.
AdaptHealth Corp.	06/20/2024	Management	3	Elect Director Ted Lundberg	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for as Audit Committee members Terence Connors and Theodore (Ted) Lundberg given the persistent nature of material weaknesses in the company's internal controls over multiple years. A vote FOR the remaining director nominees is warranted.
AdaptHealth Corp.	06/20/2024	Management	4	Elect Director Joshua Parnes	For	For	For	For	WITHHOLD votes are warranted for as Audit Committee members Terence Connors and Theodore (Ted) Lundberg given the persistent nature of material weaknesses in the company's internal controls over multiple years. A vote FOR the remaining director nominees is warranted.
AdaptHealth Corp.	06/20/2024	Management	5	Elect Director David S. Williams, III	For	For	For	For	WITHHOLD votes are warranted for as Audit Committee members Terence Connors and Theodore (Ted) Lundberg given the persistent nature of material weaknesses in the company's internal controls over multiple years. A vote FOR the remaining director nominees is warranted.
AdaptHealth Corp.	06/20/2024	Management	6	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
AdaptHealth Corp.	06/20/2024	Management	7	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AdaptHealth Corp.	06/20/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AdaptHealth Corp.	06/20/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Adaptive Biotechnologies Corporation	06/07/2024	Management	1	Elect Director Peter Neupert	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Peter Neupert and Michelle Griffin for the board's failure to sufficiently address the majority withhold votes with respect to the election of Robert Hershberg at last year's annual meeting. WITHHOLD votes are warranted for Governance Committee chair Peter Neupert given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Peter Neupert for lack of diversity on the board.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Adaptive Biotechnologies Corporation	06/07/2024	Management	2	Elect Director Michelle Griffin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Peter Neupert and Michelle Griffin for the board's failure to sufficiently address the majority withhold votes with respect to the election of Robert Hershberg at last year's annual meeting. WITHHOLD votes are warranted for Governance Committee chair Peter Neupert given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Peter Neupert for lack of diversity on the board.
Adaptive Biotechnologies Corporation	06/07/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Adaptive Biotechnologies Corporation	06/07/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Addus HomeCare Corporation	06/12/2024	Management	1	Elect Director R. Dirk Allison	For	For	For	For	WITHHOLD votes for Mark First are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Addus HomeCare Corporation	06/12/2024	Management	2	Elect Director Mark L. First	For	For	Withhold	Withhold	WITHHOLD votes for Mark First are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Addus HomeCare Corporation	06/12/2024	Management	3	Elect Director Darin J. Gordon	For	For	For	For	WITHHOLD votes for Mark First are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Addus HomeCare Corporation	06/12/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Addus HomeCare Corporation	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Adeia Inc.	05/09/2024	Management	1	Elect Director Paul E. Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Adeia Inc.	05/09/2024	Management	2	Elect Director V. Sue Molina	For	For	For	For	A vote FOR all director nominees is warranted.
Adeia Inc.	05/09/2024	Management	3	Elect Director Daniel Moloney	For	For	For	For	A vote FOR all director nominees is warranted.
Adeia Inc.	05/09/2024	Management	4	Elect Director Tonia O'Connor	For	For	For	For	A vote FOR all director nominees is warranted.
Adeia Inc.	05/09/2024	Management	5	Elect Director Raghavendra Rau	For	For	For	For	A vote FOR all director nominees is warranted.
Adeia Inc.	05/09/2024	Management	6	Elect Director Adam Rymer	For	For	For	For	A vote FOR all director nominees is warranted.
Adeia Inc.	05/09/2024	Management	7	Elect Director Phyllis Turner-Brim	For	For	For	For	A vote FOR all director nominees is warranted.
Adeia Inc.	05/09/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Adeia Inc.	05/09/2024	Management	9	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: - The plan administrator may provide loans to exercise awards. - The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Adeia Inc.	05/09/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Adicet Bio, Inc.	06/05/2024	Management	1	Elect Director Michael G. Kauffman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Andrew Sinclair and Michael Kauffman (i) as Governance Committee members, given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights, and (ii) in the absence of Compensation Committee members on the ballot, given that the company repriced outstanding underwater stock options held by NEOs without shareholder approval.
Adicet Bio, Inc.	06/05/2024	Management	2	Elect Director Andrew Sinclair	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Andrew Sinclair and Michael Kauffman (i) as Governance Committee members, given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights, and (ii) in the absence of Compensation Committee members on the ballot, given that the company repriced outstanding underwater stock options held by NEOs without shareholder approval.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Adicet Bio, Inc.	06/05/2024	Management	3	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 39.22 percent is excessive. * The plan has an automatic share replenishment feature. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Adicet Bio, Inc.	06/05/2024	Management	4	Increase Authorized Common Stock	For	For	Against	Against	A vote AGAINST this proposal is warranted as the size of the proposed increase in authorized common shares is excessive.
Adicet Bio, Inc.	06/05/2024	Management	5	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Adicet Bio, Inc.	06/05/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
Adicet Bio, Inc.	06/05/2024	Management	7	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Adicet Bio, Inc.	06/05/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
ADMA Biologics, Inc.	06/04/2024	Management	1	Elect Director Steven A. Elms	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven (Steve) Elms and Adam Grossman are warranted for lack of a majority independent board. WITHHOLD votes for Steven (Steve) Elms are also warranted for serving as a non-independent member of a key board committee. A vote FOR Young T. Kwon is warranted.
ADMA Biologics, Inc.	06/04/2024	Management	2	Elect Director Adam S. Grossman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven (Steve) Elms and Adam Grossman are warranted for lack of a majority independent board. WITHHOLD votes for Steven (Steve) Elms are also warranted for serving as a non-independent member of a key board committee. A vote FOR Young T. Kwon is warranted.
ADMA Biologics, Inc.	06/04/2024	Management	3	Elect Director Young T. Kwon	For	For	For	For	WITHHOLD votes for non-independent nominees Steven (Steve) Elms and Adam Grossman are warranted for lack of a majority independent board. WITHHOLD votes for Steven (Steve) Elms are also warranted for serving as a non-independent member of a key board committee. A vote FOR Young T. Kwon is warranted.
ADMA Biologics, Inc.	06/04/2024	Management	4	Ratify CohnReznick LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ADT Inc.	05/22/2024	Management	1	Elect Director James D. DeVries	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) DeVries, Benjamin Honig and Lee Solomon are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) DeVries and Lee Solomon are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members James (Jim) DeVries and Lee Solomon are additionally warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Tracey Griffin are warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ADT Inc.	05/22/2024	Management	2	Elect Director Tracey R. Griffin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) DeVries, Benjamin Honig and Lee Solomon are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) DeVries and Lee Solomon are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members James (Jim) DeVries and Lee Solomon are additionally warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Tracey Griffin are warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.
ADT Inc.	05/22/2024	Management	3	Elect Director Benjamin Honig	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) DeVries, Benjamin Honig and Lee Solomon are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) DeVries and Lee Solomon are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members James (Jim) DeVries and Lee Solomon are additionally warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Tracey Griffin are warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.
ADT Inc.	05/22/2024	Management	4	Elect Director Lee J. Solomon	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) DeVries, Benjamin Honig and Lee Solomon are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) DeVries and Lee Solomon are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members James (Jim) DeVries and Lee Solomon are additionally warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Tracey Griffin are warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.
ADT Inc.	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
ADT Inc.	05/22/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ADT Inc.	05/22/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan provides for the transferability of stock options without shareholder approval (overriding factor). * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
ADT Inc.	05/22/2024	Management	8	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
ADT Inc.	05/22/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Advanced Energy Industries, Inc.	04/25/2024	Management	1	Elect Director Grant H. Beard	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Advanced Energy Industries, Inc.	04/25/2024	Management	2	Elect Director Frederick A. Ball	For	For	Withhold	Withhold	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/25/2024	Management	3	Elect Director Anne T. DelSanto	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/25/2024	Management	4	Elect Director Tina M. Donikowski	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/25/2024	Management	5	Elect Director Ronald C. Foster	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/25/2024	Management	6	Elect Director Stephen D. Kelley	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/25/2024	Management	7	Elect Director Lanesha T. Minnix	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/25/2024	Management	8	Elect Director David W. Reed	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/25/2024	Management	9	Elect Director John A. Roush	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/25/2024	Management	10	Elect Director Brian M. Shirley	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/25/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Advanced Energy Industries, Inc.	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Advanced Energy Industries, Inc.	04/25/2024	Management	13	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
AdvanSix Inc.	06/13/2024	Management	1	Elect Director Farha Aslam	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/13/2024	Management	2	Elect Director Darrell K. Hughes	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/13/2024	Management	3	Elect Director Erin N. Kane	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/13/2024	Management	4	Elect Director Todd D. Karran	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/13/2024	Management	5	Elect Director Gena C. Lovett	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/13/2024	Management	6	Elect Director Daniel F. Sansone	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/13/2024	Management	7	Elect Director Sharon S. Spurlin	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/13/2024	Management	8	Elect Director Patrick S. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/13/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AdvanSix Inc.	06/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Advantage Solutions Inc.	05/29/2024	Management	1	Elect Director Christopher Baldwin	For	For	For	For	WITHHOLD votes for Cameron Breitner and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Governance Committee member Cameron Breitner given the board's failure to remove, or subject to sunset requirement, the classified board and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Advantage Solutions Inc.	05/29/2024	Management	2	Elect Director Cameron Breitner	For	Withhold	Withhold	Withhold	WITHHOLD votes for Cameron Breitner and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Governance Committee member Cameron Breitner given the board's failure to remove, or subject to sunset requirement, the classified board and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Advantage Solutions Inc.	05/29/2024	Management	3	Elect Director Virginie Costa	For	For	For	For	WITHHOLD votes for Cameron Breitner and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Governance Committee member Cameron Breitner given the board's failure to remove, or subject to sunset requirement, the classified board and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Advantage Solutions Inc.	05/29/2024	Management	4	Elect Director Timothy J. Flynn	For	Withhold	Withhold	Withhold	WITHHOLD votes for Cameron Breitner and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Governance Committee member Cameron Breitner given the board's failure to remove, or subject to sunset requirement, the classified board and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Advantage Solutions Inc.	05/29/2024	Management	5	Elect Director Brian K. Ratzan	For	For	For	For	WITHHOLD votes for Cameron Breitner and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Governance Committee member Cameron Breitner given the board's failure to remove, or subject to sunset requirement, the classified board and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Advantage Solutions Inc.	05/29/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Advantage Solutions Inc.	05/29/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Adverum Biotechnologies, Inc.	06/17/2024	Management	1	Elect Director Soo Hong	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Dawn Svoronos and Reed Tuckson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Soo Hong is warranted.
Adverum Biotechnologies, Inc.	06/17/2024	Management	2	Elect Director Dawn Svoronos	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Dawn Svoronos and Reed Tuckson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Soo Hong is warranted.
Adverum Biotechnologies, Inc.	06/17/2024	Management	3	Elect Director Reed Tuckson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Dawn Svoronos and Reed Tuckson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Soo Hong is warranted.
Adverum Biotechnologies, Inc.	06/17/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Adverum Biotechnologies, Inc.	06/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Adverum Biotechnologies, Inc.	06/17/2024	Management	6	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.18 percent is excessive. * The company's three-year average burn rate is excessive. * The equity granted to the top five executives during the last fiscal year exceeds 15 percent of total awards.
Affiliated Managers Group, Inc.	05/22/2024	Management	1	Elect Director Karen L. Alvingham	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	2	Elect Director Dwight D. Churchill	For	For	Against	Against	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	3	Elect Director Annette Franqui	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	4	Elect Director Jay C. Horgen	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	5	Elect Director Reuben Jeffery, III	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	6	Elect Director Felix V. Matos Rodriguez	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	7	Elect Director Tracy P. Palandjian	For	For	Against	Against	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	8	Elect Director David C. Ryan	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	9	Elect Director Loren M. Starr	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Affiliated Managers Group, Inc.	05/22/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: - the non-auditing consulting fees represent more than 25 percent of total fees paid; and - the auditor's tenure at the company exceeds seven years.
AGCO Corporation	04/25/2024	Management	1	Elect Director Michael C. Arnold	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	2	Elect Director Sondra L. Barbour	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	3	Elect Director Suzanne P. Clark	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	4	Elect Director Bob De Lange	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	5	Elect Director Eric P. Hansotia	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AGCO Corporation	04/25/2024	Management	6	Elect Director George E. Minnich	For	For	Against	Against	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	7	Elect Director Niels Porksen	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	8	Elect Director David Sagehorn	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	9	Elect Director Mallika Srinivasan	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	10	Elect Director Matthew Tsien	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
AGCO Corporation	04/25/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
agilon health, inc.	05/29/2024	Management	1	Elect Director Ravi Sachdev	For	Against	Against	Against	A vote AGAINST director nominees Steven (Steve) Sell, Ravi Sachdev, and William Wulf is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
agilon health, inc.	05/29/2024	Management	2	Elect Director Steven J. Sell	For	Against	Against	Against	A vote AGAINST director nominees Steven (Steve) Sell, Ravi Sachdev, and William Wulf is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
agilon health, inc.	05/29/2024	Management	3	Elect Director William Wulf	For	Against	Against	Against	A vote AGAINST director nominees Steven (Steve) Sell, Ravi Sachdev, and William Wulf is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
agilon health, inc.	05/29/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
agilon health, inc.	05/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Agios Pharmaceuticals, Inc.	06/20/2024	Management	1	Elect Director Kaye Foster	For	For	For	For	A vote FOR all director nominees is warranted.
Agios Pharmaceuticals, Inc.	06/20/2024	Management	2	Elect Director Maykin Ho	For	For	For	For	A vote FOR all director nominees is warranted.
Agios Pharmaceuticals, Inc.	06/20/2024	Management	3	Elect Director Jeffrey Capello	For	For	For	For	A vote FOR all director nominees is warranted.
Agios Pharmaceuticals, Inc.	06/20/2024	Management	4	Elect Director Catherine Owen	For	For	For	For	A vote FOR all director nominees is warranted.
Agios Pharmaceuticals, Inc.	06/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Agios Pharmaceuticals, Inc.	06/20/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Air Lease Corporation	05/03/2024	Management	1	Elect Director Matthew J. Hart	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	2	Elect Director Yvette Hollingsworth Clark	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Air Lease Corporation	05/03/2024	Management	3	Elect Director Cheryl Gordon Krongard	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	4	Elect Director Marshall O. Larsen	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	5	Elect Director Susan McCaw	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	6	Elect Director Robert A. Milton	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	7	Elect Director John L. Plueger	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	8	Elect Director Ian M. Saines	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	9	Elect Director Steven F. Udvar-Hazy	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Air Lease Corporation	05/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The compensation committee demonstrated sufficient responsiveness to last year's low vote result. The committee took actions to address ongoing goal rigor concerns, both within the FY23 annual bonus program and for FY24. However, a vote AGAINST this proposal is warranted because the company provided excessive personal use of corporate aircraft and life insurance perquisites to certain executives.
Air Lease Corporation	05/03/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Air Transport Services Group, Inc.	05/22/2024	Management	1	Elect Director Phyllis J. Campbell	For	For	For	For	Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/22/2024	Management	2	Elect Director Jeffrey A. Dominick	For	For	For	For	Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/22/2024	Management	3	Elect Director Joseph C. Hete	For	For	For	For	Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/22/2024	Management	4	Elect Director Raymond E. Johns, Jr.	For	For	For	For	Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/22/2024	Management	5	Elect Director Laura J. Peterson	For	For	For	For	Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/22/2024	Management	6	Elect Director Randy D. Rademacher	For	For	Against	Against	Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/22/2024	Management	7	Elect Director J. Christopher Teets	For	For	Against	Against	Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/22/2024	Management	8	Elect Director Jeffrey J. Vorholt	For	For	Against	Against	Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/22/2024	Management	9	Elect Director Paul S. Williams	For	For	For	For	Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/22/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Air Transport Services Group, Inc.	05/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Air Transport Services Group, Inc.	05/22/2024	Shareholder	12	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	Against	For	For	A vote FOR this proposal is warranted, as target setting in connection with the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow shareholders to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
Airgain, Inc.	06/12/2024	Management	1	Elect Director Joan H. Gillman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominee Arthur Toscanini for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Joan Gillman and Arthur Toscanini: * for the board's failure to sufficiently address the majority withhold votes with respect to the election of Tzau-Jin Chung and James Sims at last year's annual meeting; and * for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay proposal. WITHHOLD votes are further warranted for Governance Committee member Joan Gillman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Airgain, Inc.	06/12/2024	Management	2	Elect Director Arthur M. Toscanini	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominee Arthur Toscanini for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Joan Gillman and Arthur Toscanini: * for the board's failure to sufficiently address the majority withhold votes with respect to the election of Tzau-Jin Chung and James Sims at last year's annual meeting; and * for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay proposal. WITHHOLD votes are further warranted for Governance Committee member Joan Gillman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Airgain, Inc.	06/12/2024	Management	3	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Airgain, Inc.	06/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual incentive payouts were primarily based on pre-set objective measures and did not pay out when goals were unmet, the NEOs received equity awards that are subject solely to time-vesting during a period of sustained stock underperformance. In addition, the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.
Alarm.com Holdings, Inc.	06/05/2024	Management	1	Elect Director Donald Clarke	For	For	For	For	Votes AGAINST Timothy (Tim) McAdam are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alarm.com Holdings, Inc.	06/05/2024	Management	2	Elect Director Timothy McAdam	For	For	Against	Against	Votes AGAINST Timothy (Tim) McAdam are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alarm.com Holdings, Inc.	06/05/2024	Management	3	Elect Director Darius G. Nevin	For	For	For	For	Votes AGAINST Timothy (Tim) McAdam are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alarm.com Holdings, Inc.	06/05/2024	Management	4	Elect Director Timothy J. Whall	For	For	For	For	Votes AGAINST Timothy (Tim) McAdam are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alarm.com Holdings, Inc.	06/05/2024	Management	5	Elect Director Stephen Evans	For	For	For	For	Votes AGAINST Timothy (Tim) McAdam are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alarm.com Holdings, Inc.	06/05/2024	Management	6	Elect Director Stephen Trundle	For	For	For	For	Votes AGAINST Timothy (Tim) McAdam are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alarm.com Holdings, Inc.	06/05/2024	Management	7	Elect Director Simone Wu	For	For	For	For	Votes AGAINST Timothy (Tim) McAdam are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alarm.com Holdings, Inc.	06/05/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alarm.com Holdings, Inc.	06/05/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Alarm.com Holdings, Inc.	06/05/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Alarm.com Holdings, Inc.	06/05/2024	Management	11	Elect Director Cecile B. Harper	For	For	For	For	A vote FOR the director nominee is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	1	Elect Director Patricia M. Bedient	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alaska Air Group, Inc.	05/09/2024	Management	2	Elect Director James A. Beer	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	3	Elect Director Raymond L. Conner	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	4	Elect Director Daniel K. Elwell	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	5	Elect Director Kathleen T. Hogan	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	6	Elect Director Adrienne R. Lofton	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	7	Elect Director Benito Minicucci	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	8	Elect Director Helvi K. Sandvik	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	9	Elect Director J. Kenneth Thompson	For	For	Against	Against	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	10	Elect Director Eric K. Yeaman	For	For	Against	Against	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Alaska Air Group, Inc.	05/09/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Albany International Corp.	05/10/2024	Management	1	Elect Director John R. Scannell	For	For	Withhold	Withhold	WITHHOLD votes for John Scannell and Katharine Plourde are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/10/2024	Management	2	Elect Director Katharine L. Plourde	For	For	Withhold	Withhold	WITHHOLD votes for John Scannell and Katharine Plourde are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/10/2024	Management	3	Elect Director Kenneth W. Krueger	For	For	For	For	WITHHOLD votes for John Scannell and Katharine Plourde are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/10/2024	Management	4	Elect Director Mark J. Murphy	For	For	For	For	WITHHOLD votes for John Scannell and Katharine Plourde are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/10/2024	Management	5	Elect Director J. Michael McQuade	For	For	For	For	WITHHOLD votes for John Scannell and Katharine Plourde are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/10/2024	Management	6	Elect Director Christina M. Alvord	For	For	For	For	WITHHOLD votes for John Scannell and Katharine Plourde are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Albany International Corp.	05/10/2024	Management	7	Elect Director Russell E. Toney	For	For	For	For	WITHHOLD votes for John Scannell and Katharine Plourde are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/10/2024	Management	8	Elect Director Gunnar Kleveland	For	For	For	For	WITHHOLD votes for John Scannell and Katharine Plourde are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/10/2024	Management	9	Elect Director Bonnie C. Lind	For	For	For	For	WITHHOLD votes for John Scannell and Katharine Plourde are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/10/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Albany International Corp.	05/10/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Alcoa Corporation	05/10/2024	Management	1	Elect Director Steven W. Williams	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	2	Elect Director Mary Anne Citrino	For	For	Against	Against	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	3	Elect Director Pasquale (Pat) Fiore	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	4	Elect Director Thomas J. Gorman	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	5	Elect Director James A. Hughes	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	6	Elect Director Roberto O. Marques	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	7	Elect Director William F. Oplinger	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	8	Elect Director Carol L. Roberts	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	9	Elect Director Jackson (Jackie) P. Roberts	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	10	Elect Director Ernesto Zedillo	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alcoa Corporation	05/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Alcoa Corporation	05/10/2024	Shareholder	13	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aldeyra Therapeutics, Inc.	06/04/2024	Management	1	Elect Director Nancy B. Miller-Rich	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Ben Bronstein (i) as a non-independent director nominee, for lack of a majority independent board, (ii) for serving as a non-independent member of certain key board committees and, (iii) as a Nominating Committee chair, for failing to establish racial or ethnic diversity on the board. WITHHOLD votes are warranted for Nancy Miller-Rich for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences.
Aldeyra Therapeutics, Inc.	06/04/2024	Management	2	Elect Director Ben R. Bronstein	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Ben Bronstein (i) as a non-independent director nominee, for lack of a majority independent board, (ii) for serving as a non-independent member of certain key board committees and, (iii) as a Nominating Committee chair, for failing to establish racial or ethnic diversity on the board. WITHHOLD votes are warranted for Nancy Miller-Rich for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences.
Aldeyra Therapeutics, Inc.	06/04/2024	Management	3	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aldeyra Therapeutics, Inc.	06/04/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Alector, Inc.	06/12/2024	Management	1	Elect Director Louis J. Lavigne, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Alector, Inc.	06/12/2024	Management	2	Elect Director Richard H. Scheller	For	For	For	For	A vote FOR all director nominees is warranted.
Alector, Inc.	06/12/2024	Management	3	Elect Director Mark Altmeyer	For	For	For	For	A vote FOR all director nominees is warranted.
Alector, Inc.	06/12/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Alector, Inc.	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Alerus Financial Corporation	05/07/2024	Management	1	Elect Director Daniel E. Coughlin	For	For	For	For	A vote FOR all director nominees is warranted.
Alerus Financial Corporation	05/07/2024	Management	2	Elect Director Randy L. Newman	For	For	For	For	A vote FOR all director nominees is warranted.
Alerus Financial Corporation	05/07/2024	Management	3	Elect Director Galen G. Vetter	For	For	For	For	A vote FOR all director nominees is warranted.
Alerus Financial Corporation	05/07/2024	Management	4	Elect Director Katie A. Lorensen	For	For	For	For	A vote FOR all director nominees is warranted.
Alerus Financial Corporation	05/07/2024	Management	5	Elect Director Janet O. Estep	For	For	For	For	A vote FOR all director nominees is warranted.
Alerus Financial Corporation	05/07/2024	Management	6	Elect Director Mary E. Zimmer	For	For	For	For	A vote FOR all director nominees is warranted.
Alerus Financial Corporation	05/07/2024	Management	7	Elect Director Nikki L. Sorum	For	For	For	For	A vote FOR all director nominees is warranted.
Alerus Financial Corporation	05/07/2024	Management	8	Elect Director John Uribe	For	For	For	For	A vote FOR all director nominees is warranted.
Alerus Financial Corporation	05/07/2024	Management	9	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Alico, Inc.	02/23/2024	Management	1	Elect Director George R. Brokaw	For	For	For	For	Votes AGAINST Henry Slack are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Katherine (Kate) English are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/23/2024	Management	2	Elect Director Katherine R. English	For	Against	Against	Against	Votes AGAINST Henry Slack are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Katherine (Kate) English are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/23/2024	Management	3	Elect Director Benjamin D. Fishman	For	For	For	For	Votes AGAINST Henry Slack are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Katherine (Kate) English are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/23/2024	Management	4	Elect Director John E. Kiernan	For	For	For	For	Votes AGAINST Henry Slack are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Katherine (Kate) English are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/23/2024	Management	5	Elect Director W. Andrew Krusen, Jr.	For	For	For	For	Votes AGAINST Henry Slack are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Katherine (Kate) English are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alico, Inc.	02/23/2024	Management	6	Elect Director Toby K. Purse	For	For	For	For	Votes AGAINST Henry Slack are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Katherine (Kate) English are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/23/2024	Management	7	Elect Director Adam H. Putnam	For	For	For	For	Votes AGAINST Henry Slack are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Katherine (Kate) English are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/23/2024	Management	8	Elect Director Henry R. Slack	For	Against	Against	Against	Votes AGAINST Henry Slack are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Katherine (Kate) English are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/23/2024	Management	9	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Alico, Inc.	02/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Alkami Technology, Inc.	05/15/2024	Management	1	Elect Director Steven Mitchell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee member Steven (Steve) Mitchell given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Barbara Yastine is warranted.
Alkami Technology, Inc.	05/15/2024	Management	2	Elect Director Barbara Yastine	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member Steven (Steve) Mitchell given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Barbara Yastine is warranted.
Alkami Technology, Inc.	05/15/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Alkermes plc	05/31/2024	Management	1	Elect Director Emily Peterson Alva	For	For	For	For	A vote FOR the director nominees is warranted.
Alkermes plc	05/31/2024	Management	2	Elect Director Shane M. Cooke	For	For	For	For	A vote FOR the director nominees is warranted.
Alkermes plc	05/31/2024	Management	3	Elect Director David A. Daglio, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Alkermes plc	05/31/2024	Management	4	Elect Director Richard B. Gaynor	For	For	For	For	A vote FOR the director nominees is warranted.
Alkermes plc	05/31/2024	Management	5	Elect Director Cato T. Laurencin	For	For	For	For	A vote FOR the director nominees is warranted.
Alkermes plc	05/31/2024	Management	6	Elect Director Nancy S. Lurker	For	For	For	For	A vote FOR the director nominees is warranted.
Alkermes plc	05/31/2024	Management	7	Elect Director Brian P. McKeon	For	For	For	For	A vote FOR the director nominees is warranted.
Alkermes plc	05/31/2024	Management	8	Elect Director Richard F. Pops	For	For	For	For	A vote FOR the director nominees is warranted.
Alkermes plc	05/31/2024	Management	9	Elect Director Nancy L. Snyderman	For	For	For	For	A vote FOR the director nominees is warranted.
Alkermes plc	05/31/2024	Management	10	Elect Director Frank Anders "Andy" Wilson	For	For	For	For	A vote FOR the director nominees is warranted.
Alkermes plc	05/31/2024	Management	11	Elect Director Christopher I. Wright	For	For	For	For	A vote FOR the director nominees is warranted.
Alkermes plc	05/31/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Alkermes plc	05/31/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Alkermes plc	05/31/2024	Management	14	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alkermes plc	05/31/2024	Management	15	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.98 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Alkermes plc	05/31/2024	Management	16	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	Against	Against	A vote AGAINST these resolutions is warranted as the proposed amount is not within recommended limits.
Alkermes plc	05/31/2024	Management	17	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights	For	For	Against	Against	A vote AGAINST these resolutions is warranted as the proposed amount is not within recommended limits.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Allakos Inc.	05/24/2024	Management	1	Elect Director Robert E. Andreatta	For	Withhold	Withhold	Withhold	In the absence of Governance Committee members on the ballot, WITHHOLD votes is warranted for incumbent director nominee Robert (Bob) Andreatta given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Dolca Thomas is warranted.
Allakos Inc.	05/24/2024	Management	2	Elect Director Dolca Thomas	For	For	For	For	In the absence of Governance Committee members on the ballot, WITHHOLD votes is warranted for incumbent director nominee Robert (Bob) Andreatta given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Dolca Thomas is warranted.
Allakos Inc.	05/24/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allakos Inc.	05/24/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
Allegiant Travel Company	06/26/2024	Management	1	Elect Director Maurice J. Gallagher, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/26/2024	Management	2	Elect Director Montie Brewer	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/26/2024	Management	3	Elect Director Gary Ellmer	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/26/2024	Management	4	Elect Director M. Ponder Harrison	For	For	For	For	Votes AGAINST non-independent nominees Maurice Gallagher Jr., Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Allegiant Travel Company	06/26/2024	Management	5	Elect Director Linda A. Marvin	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/26/2024	Management	6	Elect Director Sandra Douglass Morgan	For	For	For	For	Votes AGAINST non-independent nominees Maurice Gallagher Jr., Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/26/2024	Management	7	Elect Director Charles W. Pollard	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Ellmer, Linda Marvin and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/26/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Allegiant Travel Company	06/26/2024	Management	9	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Allegiant Travel Company	06/26/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ALLETE, Inc.	05/14/2024	Management	1	Elect Director Bethany M. Owen	For	For	Against	Against	Votes AGAINST non-independent nominees Bethany Owen, George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for lack of a majority independent board. Votes AGAINST George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/14/2024	Management	2	Elect Director Susan K. Nestegard	For	For	For	For	Votes AGAINST non-independent nominees Bethany Owen, George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for lack of a majority independent board. Votes AGAINST George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/14/2024	Management	3	Elect Director George G. Goldfarb	For	For	Against	Against	Votes AGAINST non-independent nominees Bethany Owen, George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for lack of a majority independent board. Votes AGAINST George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ALLETE, Inc.	05/14/2024	Management	4	Elect Director James J. Hoolihan	For	For	Against	Against	Votes AGAINST non-independent nominees Bethany Owen, George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for lack of a majority independent board. Votes AGAINST George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/14/2024	Management	5	Elect Director Madeleine W. Ludlow	For	For	Against	Against	Votes AGAINST non-independent nominees Bethany Owen, George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for lack of a majority independent board. Votes AGAINST George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/14/2024	Management	6	Elect Director Charles R. Matthews	For	For	For	For	Votes AGAINST non-independent nominees Bethany Owen, George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for lack of a majority independent board. Votes AGAINST George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/14/2024	Management	7	Elect Director Douglas C. Neve	For	For	Against	Against	Votes AGAINST non-independent nominees Bethany Owen, George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for lack of a majority independent board. Votes AGAINST George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/14/2024	Management	8	Elect Director Barbara A. Nick	For	For	For	For	Votes AGAINST non-independent nominees Bethany Owen, George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for lack of a majority independent board. Votes AGAINST George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/14/2024	Management	9	Elect Director Robert P. Powers	For	For	For	For	Votes AGAINST non-independent nominees Bethany Owen, George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for lack of a majority independent board. Votes AGAINST George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/14/2024	Management	10	Elect Director Charlene A. Thomas	For	For	For	For	Votes AGAINST non-independent nominees Bethany Owen, George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for lack of a majority independent board. Votes AGAINST George Goldfarb, James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ALLETE, Inc.	05/14/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allient Inc.	05/08/2024	Management	1	Elect Director Robert B. Engel	For	For	For	For	Votes AGAINST Richard Federico are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Allient Inc.	05/08/2024	Management	2	Elect Director Richard D. Federico	For	For	Against	Against	Votes AGAINST Richard Federico are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Allient Inc.	05/08/2024	Management	3	Elect Director Steven C. Finch	For	For	For	For	Votes AGAINST Richard Federico are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Allient Inc.	05/08/2024	Management	4	Elect Director Nicole R. Tzetzto	For	For	For	For	Votes AGAINST Richard Federico are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Allient Inc.	05/08/2024	Management	5	Elect Director Richard S. Warzala	For	For	For	For	Votes AGAINST Richard Federico are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Allient Inc.	05/08/2024	Management	6	Elect Director Michael R. Winter	For	For	For	For	Votes AGAINST Richard Federico are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Allient Inc.	05/08/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Allient Inc.	05/08/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Allison Transmission Holdings, Inc.	05/08/2024	Management	1	Elect Director Judy L. Altmaier	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	2	Elect Director D. Scott Barbour	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	3	Elect Director Philip J. Christman	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	4	Elect Director David C. Everitt	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	5	Elect Director David S. Graziosi	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	6	Elect Director Carolann I. Haznedar	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	7	Elect Director Richard P. Lavin	For	For	Against	Against	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	8	Elect Director Sasha Ostojic	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	9	Elect Director Gustave F. Perna	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	10	Elect Director Krishna Shivrarn	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allison Transmission Holdings, Inc.	05/08/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Allison Transmission Holdings, Inc.	05/08/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Alpha Metallurgical Resources, Inc.	05/02/2024	Management	1	Elect Director Joanna Baker de Neufville	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/02/2024	Management	2	Elect Director Kenneth S. Courtis	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/02/2024	Management	3	Elect Director Charles Andrew Eidson	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/02/2024	Management	4	Elect Director Michael Gorzynski	For	For	For	For	A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alpha Metallurgical Resources, Inc.	05/02/2024	Management	5	Elect Director Shelly Lombard	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/02/2024	Management	6	Elect Director Daniel D. Smith	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/02/2024	Management	7	Elect Director David J. Stetson	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/02/2024	Management	8	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Alpha Metallurgical Resources, Inc.	05/02/2024	Management	9	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Alpha Metallurgical Resources, Inc.	05/02/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Alta Equipment Group Inc.	06/07/2024	Management	1	Elect Director Ryan Greenawalt	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Andrew Studdert are warranted for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Ryan Greenawalt is warranted.
Alta Equipment Group Inc.	06/07/2024	Management	2	Elect Director Andrew P. Studdert	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Governance Committee member Andrew Studdert are warranted for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Ryan Greenawalt is warranted.
Alta Equipment Group Inc.	06/07/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Alta Equipment Group Inc.	06/07/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Altair Engineering Inc.	05/16/2024	Management	1	Elect Director Mary Boyce	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee chair Jim Anderson given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jim Anderson and Mary Boyce for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision.
Altair Engineering Inc.	05/16/2024	Management	2	Elect Director Jim F. Anderson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee chair Jim Anderson given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jim Anderson and Mary Boyce for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision.
Altair Engineering Inc.	05/16/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Altair Engineering Inc.	05/16/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Altice USA, Inc.	06/12/2024	Management	1	Elect Director Patrick Drahi	For	Against	Against	Against	Votes AGAINST non-independent nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board. A vote AGAINST non-independent director nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted due to the company's lack of a formal nominating committee. A vote AGAINST Charles Stewart is warranted for failing to attend at least 75 percent of the board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a Governance Committee, a vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Altice USA, Inc.	06/12/2024	Management	2	Elect Director David Drahi	For	Against	Against	Against	Votes AGAINST non-independent nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board. A vote AGAINST non-independent director nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted due to the company's lack of a formal nominating committee. A vote AGAINST Charles Stewart is warranted for failing to attend at least 75 percent of the board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a Governance Committee, a vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Altice USA, Inc.	06/12/2024	Management	3	Elect Director Dexter Goei	For	Against	Against	Against	Votes AGAINST non-independent nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board. A vote AGAINST non-independent director nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted due to the company's lack of a formal nominating committee. A vote AGAINST Charles Stewart is warranted for failing to attend at least 75 percent of the board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a Governance Committee, a vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provide him with voting power control of the company.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Altice USA, Inc.	06/12/2024	Management	4	Elect Director Dennis Mathew	For	Against	Against	Against	Votes AGAINST non-independent nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board. A vote AGAINST non-independent director nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted due to the company's lack of a formal nominating committee. A vote AGAINST Charles Stewart is warranted for failing to attend at least 75 percent of the board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a Governance Committee, a vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Altice USA, Inc.	06/12/2024	Management	5	Elect Director Mark Mullen	For	Against	Against	Against	Votes AGAINST non-independent nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board. A vote AGAINST non-independent director nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted due to the company's lack of a formal nominating committee. A vote AGAINST Charles Stewart is warranted for failing to attend at least 75 percent of the board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a Governance Committee, a vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Altice USA, Inc.	06/12/2024	Management	6	Elect Director Dennis Okhuijsen	For	Against	Against	Against	Votes AGAINST non-independent nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board. A vote AGAINST non-independent director nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted due to the company's lack of a formal nominating committee. A vote AGAINST Charles Stewart is warranted for failing to attend at least 75 percent of the board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a Governance Committee, a vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provide him with voting power control of the company.

## B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Altice USA, Inc.	06/12/2024	Management	7	Elect Director Susan Schnabel	For	Against	Against	Against	Votes AGAINST non-independent nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board. A vote AGAINST non-independent director nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted due to the company's lack of a formal nominating committee. A vote AGAINST Charles Stewart is warranted for failing to attend at least 75 percent of the board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a Governance Committee, a vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Altice USA, Inc.	06/12/2024	Management	8	Elect Director Charles Stewart	For	Against	Against	Against	Votes AGAINST non-independent nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board. A vote AGAINST non-independent director nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted due to the company's lack of a formal nominating committee. A vote AGAINST Charles Stewart is warranted for failing to attend at least 75 percent of the board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a Governance Committee, a vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Altice USA, Inc.	06/12/2024	Management	9	Elect Director Raymond Svider	For	Against	Against	Against	Votes AGAINST non-independent nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board. A vote AGAINST non-independent director nominees Dennis Mathew, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart are warranted due to the company's lack of a formal nominating committee. A vote AGAINST Charles Stewart is warranted for failing to attend at least 75 percent of the board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a Governance Committee, a vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Altice USA, Inc.	06/12/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Alto Ingredients, Inc.	06/20/2024	Management	1	Elect Director Douglas L. Kieta	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Douglas (Doug) Kieta, Bryon McGregor and Michael (Mike) Kandris are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Kieta are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alto Ingredients, Inc.	06/20/2024	Management	2	Elect Director Bryon T. McGregor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Douglas (Doug) Kieta, Bryon McGregor and Michael (Mike) Kandris are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Kieta are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alto Ingredients, Inc.	06/20/2024	Management	3	Elect Director Michael D. Kandris	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Douglas (Doug) Kieta, Bryon McGregor and Michael (Mike) Kandris are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Kieta are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alto Ingredients, Inc.	06/20/2024	Management	4	Elect Director Maria G. Gray	For	For	For	For	WITHHOLD votes for non-independent nominees Douglas (Doug) Kieta, Bryon McGregor and Michael (Mike) Kandris are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Kieta are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alto Ingredients, Inc.	06/20/2024	Management	5	Elect Director Gilbert E. Nathan	For	For	For	For	WITHHOLD votes for non-independent nominees Douglas (Doug) Kieta, Bryon McGregor and Michael (Mike) Kandris are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Kieta are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alto Ingredients, Inc.	06/20/2024	Management	6	Elect Director Dianne S. Nury	For	For	For	For	WITHHOLD votes for non-independent nominees Douglas (Doug) Kieta, Bryon McGregor and Michael (Mike) Kandris are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Kieta are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alto Ingredients, Inc.	06/20/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Alto Ingredients, Inc.	06/20/2024	Management	8	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows options to be priced at less than 100 percent of the fair market value. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Alto Ingredients, Inc.	06/20/2024	Management	9	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amalgamated Financial Corp.	05/21/2024	Management	1	Elect Director Lynne P. Fox	For	For	For	For	A vote FOR incoming Governance Committee chair Robert Romasco is warranted, with caution, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/21/2024	Management	2	Elect Director Priscilla Sims Brown	For	For	For	For	A vote FOR incoming Governance Committee chair Robert Romasco is warranted, with caution, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/21/2024	Management	3	Elect Director Maryann Bruce	For	For	For	For	A vote FOR incoming Governance Committee chair Robert Romasco is warranted, with caution, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/21/2024	Management	4	Elect Director Mark A. Finser	For	For	For	For	A vote FOR incoming Governance Committee chair Robert Romasco is warranted, with caution, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amalgamated Financial Corp.	05/21/2024	Management	5	Elect Director Darrell Jackson	For	For	For	For	A vote FOR incoming Governance Committee chair Robert Romasco is warranted, with caution, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/21/2024	Management	6	Elect Director Julie Kelly	For	For	For	For	A vote FOR incoming Governance Committee chair Robert Romasco is warranted, with caution, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/21/2024	Management	7	Elect Director JoAnn S. Lilek	For	For	For	For	A vote FOR incoming Governance Committee chair Robert Romasco is warranted, with caution, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/21/2024	Management	8	Elect Director Meredith Miller	For	For	For	For	A vote FOR incoming Governance Committee chair Robert Romasco is warranted, with caution, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/21/2024	Management	9	Elect Director Robert G. Romasco	For	For	For	For	A vote FOR incoming Governance Committee chair Robert Romasco is warranted, with caution, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/21/2024	Management	10	Elect Director Edgar Romney, Sr.	For	For	For	For	A vote FOR incoming Governance Committee chair Robert Romasco is warranted, with caution, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/21/2024	Management	11	Elect Director Julieta Ross	For	For	For	For	A vote FOR incoming Governance Committee chair Robert Romasco is warranted, with caution, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/21/2024	Management	12	Elect Director Scott Stoll	For	For	For	For	A vote FOR incoming Governance Committee chair Robert Romasco is warranted, with caution, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/21/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Amalgamated Financial Corp.	05/21/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Amalgamated Financial Corp.	05/21/2024	Management	15	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ambac Financial Group, Inc.	06/05/2024	Management	1	Elect Director Ian D. Haft	For	For	For	For	Votes AGAINST Jeffrey Stein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ambac Financial Group, Inc.	06/05/2024	Management	2	Elect Director Lisa G. Iglesias	For	For	For	For	Votes AGAINST Jeffrey Stein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ambac Financial Group, Inc.	06/05/2024	Management	3	Elect Director Joan Lamm-Tennant	For	For	For	For	Votes AGAINST Jeffrey Stein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ambac Financial Group, Inc.	06/05/2024	Management	4	Elect Director Claude LeBlanc	For	For	For	For	Votes AGAINST Jeffrey Stein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ambac Financial Group, Inc.	06/05/2024	Management	5	Elect Director Kristi A. Matus	For	For	For	For	Votes AGAINST Jeffrey Stein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ambac Financial Group, Inc.	06/05/2024	Management	6	Elect Director Michael D. Price	For	For	For	For	Votes AGAINST Jeffrey Stein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ambac Financial Group, Inc.	06/05/2024	Management	7	Elect Director Jeffrey S. Stein	For	For	Against	Against	Votes AGAINST Jeffrey Stein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ambac Financial Group, Inc.	06/05/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ambac Financial Group, Inc.	06/05/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ambac Financial Group, Inc.	06/05/2024	Management	10	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Ambac Financial Group, Inc.	06/05/2024	Management	11	Amend Articles	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments would be neutral to shareholder rights.
Ambac Financial Group, Inc.	06/05/2024	Management	12	Amend Articles	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments would be neutral to shareholder rights.
Ambac Financial Group, Inc.	06/05/2024	Management	13	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Ambarella, Inc.	06/12/2024	Management	1	Elect Director Hsiao-Wuen Hon	For	For	For	For	WITHHOLD votes for non-independent nominee Christopher (Chris) Paisley are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominee Christopher (Chris) Paisley are further warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Christopher (Chris) Paisley are also warranted for serving as a non-independent member of a key board committee. A vote FOR Hsiao-Wuen Hon is warranted.
Ambarella, Inc.	06/12/2024	Management	2	Elect Director Christopher B. Paisley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Christopher (Chris) Paisley are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominee Christopher (Chris) Paisley are further warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Christopher (Chris) Paisley are also warranted for serving as a non-independent member of a key board committee. A vote FOR Hsiao-Wuen Hon is warranted.
Ambarella, Inc.	06/12/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ambarella, Inc.	06/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
Ambarella, Inc.	06/12/2024	Management	5	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 13.83 percent is excessive. * The company's three-year average burn rate is excessive.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AMC Networks Inc.	06/12/2024	Management	1	Elect Director Matthew C. Blank	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Leonard Tow and Carl Vogel are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow and Carl Vogel are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Matthew (Matt) Blank, Joseph Cohen, Debra Perelman, Leonard Tow, and Carl Vogel are warranted due to the following reasons: * for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision; and * for the board's failure to sufficiently address the majority withhold votes with respect to the election of Leonard Tow at last year's annual meeting.
AMC Networks Inc.	06/12/2024	Management	2	Elect Director Joseph M. Cohen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Leonard Tow and Carl Vogel are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow and Carl Vogel are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Matthew (Matt) Blank, Joseph Cohen, Debra Perelman, Leonard Tow, and Carl Vogel are warranted due to the following reasons: * for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision; and * for the board's failure to sufficiently address the majority withhold votes with respect to the election of Leonard Tow at last year's annual meeting.
AMC Networks Inc.	06/12/2024	Management	3	Elect Director Debra G. Perelman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Leonard Tow and Carl Vogel are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow and Carl Vogel are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Matthew (Matt) Blank, Joseph Cohen, Debra Perelman, Leonard Tow, and Carl Vogel are warranted due to the following reasons: * for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision; and * for the board's failure to sufficiently address the majority withhold votes with respect to the election of Leonard Tow at last year's annual meeting.
AMC Networks Inc.	06/12/2024	Management	4	Elect Director Leonard Tow	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Leonard Tow and Carl Vogel are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow and Carl Vogel are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Matthew (Matt) Blank, Joseph Cohen, Debra Perelman, Leonard Tow, and Carl Vogel are warranted due to the following reasons: * for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision; and * for the board's failure to sufficiently address the majority withhold votes with respect to the election of Leonard Tow at last year's annual meeting.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AMC Networks Inc.	06/12/2024	Management	5	Elect Director Carl E. Vogel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Leonard Tow and Carl Vogel are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow and Carl Vogel are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Matthew (Matt) Blank, Joseph Cohen, Debra Perelman, Leonard Tow, and Carl Vogel are warranted due to the following reasons: * for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision; and * for the board's failure to sufficiently address the majority withhold votes with respect to the election of Leonard Tow at last year's annual meeting.
AMC Networks Inc.	06/12/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AMC Networks Inc.	06/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
AMC Networks Inc.	06/12/2024	Management	8	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AMC Networks Inc.	06/12/2024	Management	9	Amend Non-Employee Director Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution for all incentive plans of 18.46 percent is excessive. In addition, a qualitative review of the director compensation indicates deficiencies.
Amerant Bancorp Inc.	05/08/2024	Management	1	Elect Director Gerald P. Plush	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	05/08/2024	Management	2	Elect Director Pamela J. Dana	For	For	Against	Against	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	05/08/2024	Management	3	Elect Director Miguel A. Capriles L.	For	For	Against	Against	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	05/08/2024	Management	4	Elect Director Samantha Holroyd	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	05/08/2024	Management	5	Elect Director Erin D. Knight	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	05/08/2024	Management	6	Elect Director Gustavo Marturet M.	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	05/08/2024	Management	7	Elect Director John W. Quill	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	05/08/2024	Management	8	Elect Director Ashaki Rucker	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	05/08/2024	Management	9	Elect Director Oscar Suarez	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amerant Bancorp Inc.	05/08/2024	Management	10	Elect Director Millar Wilson	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	05/08/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's life insurance prerequisite.
Amerant Bancorp Inc.	05/08/2024	Management	12	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ameresco, Inc.	06/04/2024	Management	1	Elect Director David J. Corrsin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Sakellaris, Joseph Sutton and David Corrsin are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Sutton are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for all incumbent directors are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Joseph Sutton, the only member of the compensation committee on the ballot, are also warranted for the unmitigated pay-for-performance misalignment. WITHHOLD votes for George Sakellaris are further warranted as his ownership of the supervoting shares provides him with voting power control of the company.
Ameresco, Inc.	06/04/2024	Management	2	Elect Director George P. Sakellaris	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Sakellaris, Joseph Sutton and David Corrsin are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Sutton are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for all incumbent directors are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Joseph Sutton, the only member of the compensation committee on the ballot, are also warranted for the unmitigated pay-for-performance misalignment. WITHHOLD votes for George Sakellaris are further warranted as his ownership of the supervoting shares provides him with voting power control of the company.
Ameresco, Inc.	06/04/2024	Management	3	Elect Director Joseph W. Sutton	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Sakellaris, Joseph Sutton and David Corrsin are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Sutton are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for all incumbent directors are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Joseph Sutton, the only member of the compensation committee on the ballot, are also warranted for the unmitigated pay-for-performance misalignment. WITHHOLD votes for George Sakellaris are further warranted as his ownership of the supervoting shares provides him with voting power control of the company.
Ameresco, Inc.	06/04/2024	Management	4	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ameresco, Inc.	06/04/2024	Management	5	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
American Axle & Manufacturing Holdings, Inc.	05/02/2024	Management	1	Elect Director David C. Dauch	For	For	For	For	A vote FOR the proposed director nominees is warranted.
American Axle & Manufacturing Holdings, Inc.	05/02/2024	Management	2	Elect Director William L. Kozyra	For	For	For	For	A vote FOR the proposed director nominees is warranted.
American Axle & Manufacturing Holdings, Inc.	05/02/2024	Management	3	Elect Director Peter D. Lyons	For	For	For	For	A vote FOR the proposed director nominees is warranted.
American Axle & Manufacturing Holdings, Inc.	05/02/2024	Management	4	Elect Director Samuel Valenti, III	For	For	For	For	A vote FOR the proposed director nominees is warranted.
American Axle & Manufacturing Holdings, Inc.	05/02/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Axle & Manufacturing Holdings, Inc.	05/02/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Eagle Outfitters, Inc.	06/27/2024	Management	1	Elect Director Janice E. Page	For	For	Against	Against	Votes AGAINST non-independent nominees Noel Spiegel, Janice Page and David Sable are warranted for lack of a majority independent board. Votes AGAINST Noel Spiegel, Janice Page and David Sable are also warranted for serving as non-independent members of a key board committee.
American Eagle Outfitters, Inc.	06/27/2024	Management	2	Elect Director David M. Sable	For	For	Against	Against	Votes AGAINST non-independent nominees Noel Spiegel, Janice Page and David Sable are warranted for lack of a majority independent board. Votes AGAINST Noel Spiegel, Janice Page and David Sable are also warranted for serving as non-independent members of a key board committee.
American Eagle Outfitters, Inc.	06/27/2024	Management	3	Elect Director Noel J. Spiegel	For	For	Against	Against	Votes AGAINST non-independent nominees Noel Spiegel, Janice Page and David Sable are warranted for lack of a majority independent board. Votes AGAINST Noel Spiegel, Janice Page and David Sable are also warranted for serving as non-independent members of a key board committee.
American Eagle Outfitters, Inc.	06/27/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Eagle Outfitters, Inc.	06/27/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
American Public Education, Inc.	05/17/2024	Management	1	Elect Director Eric C. Andersen	For	For	Against	Against	Votes AGAINST Eric (Ric) Andersen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/17/2024	Management	2	Elect Director Granetta B. Blevins	For	For	For	For	Votes AGAINST Eric (Ric) Andersen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/17/2024	Management	3	Elect Director Michael D. Braner	For	For	For	For	Votes AGAINST Eric (Ric) Andersen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/17/2024	Management	4	Elect Director Anna M. Fabrega	For	For	For	For	Votes AGAINST Eric (Ric) Andersen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/17/2024	Management	5	Elect Director James Kenigsberg	For	For	For	For	Votes AGAINST Eric (Ric) Andersen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/17/2024	Management	6	Elect Director Daniel S. Pianko	For	For	For	For	Votes AGAINST Eric (Ric) Andersen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/17/2024	Management	7	Elect Director William G. Robinson, Jr.	For	For	For	For	Votes AGAINST Eric (Ric) Andersen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/17/2024	Management	8	Elect Director Angela K. Selden	For	For	For	For	Votes AGAINST Eric (Ric) Andersen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/17/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
American Public Education, Inc.	05/17/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
American States Water Company	05/21/2024	Management	1	Elect Director Steven D. Davis	For	For	For	For	WITHHOLD votes for Anne Holloway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American States Water Company	05/21/2024	Management	2	Elect Director Anne M. Holloway	For	For	Withhold	Withhold	WITHHOLD votes for Anne Holloway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American States Water Company	05/21/2024	Management	3	Elect Director Caroline A. Winn	For	For	For	For	WITHHOLD votes for Anne Holloway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American States Water Company	05/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
American States Water Company	05/21/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Vanguard Corporation	06/06/2024	Management	1	Elect Director Marisol Angelini	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/06/2024	Management	2	Elect Director Scott D. Baskin	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/06/2024	Management	3	Elect Director Mark R. Bassett	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/06/2024	Management	4	Elect Director Debra F. Edwards	For	For	Against	Against	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/06/2024	Management	5	Elect Director Patrick E. Gottschalk	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/06/2024	Management	6	Elect Director Emer Gunter	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/06/2024	Management	7	Elect Director Steven D. Macicek	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/06/2024	Management	8	Elect Director Keith M. Rosenbloom	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/06/2024	Management	9	Elect Director Eric G. Wintemute	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/06/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
American Vanguard Corporation	06/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
American Well Corporation	06/18/2024	Management	1	Elect Director Derek Ross	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Deborah Jackson given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
American Well Corporation	06/18/2024	Management	2	Elect Director Deborah Jackson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Deborah Jackson given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
American Well Corporation	06/18/2024	Management	3	Elect Director Rob Webb	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Deborah Jackson given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
American Well Corporation	06/18/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Withhold	Withhold	A WITHHOLD vote for this item is warranted as the auditor's tenure at the company exceeds seven years.
American Well Corporation	06/18/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
American Well Corporation	06/18/2024	Management	6	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted. Although the effective increase in the number of authorized shares of common stock resulting from the reverse stock split is excessive, the reverse stock split may enable the company to maintain the listing of its common stock on the NYSE.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ameris Bancorp	06/06/2024	Management	1	Elect Director William I. Bowen, Jr.	For	For	For	For	Votes AGAINST Leo Hill, R. Dale Ezzell, Daniel Jeter and Robert Lynch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/06/2024	Management	2	Elect Director Rodney D. Bullard	For	For	For	For	Votes AGAINST Leo Hill, R. Dale Ezzell, Daniel Jeter and Robert Lynch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/06/2024	Management	3	Elect Director Wm. Millard Choate	For	For	For	For	Votes AGAINST Leo Hill, R. Dale Ezzell, Daniel Jeter and Robert Lynch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/06/2024	Management	4	Elect Director R. Dale Ezzell	For	For	Against	Against	Votes AGAINST Leo Hill, R. Dale Ezzell, Daniel Jeter and Robert Lynch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/06/2024	Management	5	Elect Director Leo J. Hill	For	For	Against	Against	Votes AGAINST Leo Hill, R. Dale Ezzell, Daniel Jeter and Robert Lynch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/06/2024	Management	6	Elect Director Daniel B. Jeter	For	For	Against	Against	Votes AGAINST Leo Hill, R. Dale Ezzell, Daniel Jeter and Robert Lynch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/06/2024	Management	7	Elect Director Robert P. Lynch	For	For	Against	Against	Votes AGAINST Leo Hill, R. Dale Ezzell, Daniel Jeter and Robert Lynch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/06/2024	Management	8	Elect Director Elizabeth A. McCague	For	For	For	For	Votes AGAINST Leo Hill, R. Dale Ezzell, Daniel Jeter and Robert Lynch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/06/2024	Management	9	Elect Director Claire E. McLean	For	For	For	For	Votes AGAINST Leo Hill, R. Dale Ezzell, Daniel Jeter and Robert Lynch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/06/2024	Management	10	Elect Director James B. Miller, Jr.	For	For	For	For	Votes AGAINST Leo Hill, R. Dale Ezzell, Daniel Jeter and Robert Lynch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/06/2024	Management	11	Elect Director Gloria A. O'Neal	For	For	For	For	Votes AGAINST Leo Hill, R. Dale Ezzell, Daniel Jeter and Robert Lynch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/06/2024	Management	12	Elect Director H. Palmer Proctor, Jr.	For	For	For	For	Votes AGAINST Leo Hill, R. Dale Ezzell, Daniel Jeter and Robert Lynch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/06/2024	Management	13	Elect Director William H. Stern	For	For	For	For	Votes AGAINST Leo Hill, R. Dale Ezzell, Daniel Jeter and Robert Lynch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/06/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Ameris Bancorp	06/06/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ameris Bancorp	06/06/2024	Management	16	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AMERISAFE, Inc.	06/07/2024	Management	1	Elect Director Philip A. Garcia	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Philip Garcia and Randall (Randy) Roach are warranted for lack of a majority independent board. WITHHOLD votes for Philip Garcia and Randall (Randy) Roach are also warranted for serving as non-independent members of a key board committee.
AMERISAFE, Inc.	06/07/2024	Management	2	Elect Director Randall E. Roach	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Philip Garcia and Randall (Randy) Roach are warranted for lack of a majority independent board. WITHHOLD votes for Philip Garcia and Randall (Randy) Roach are also warranted for serving as non-independent members of a key board committee.
AMERISAFE, Inc.	06/07/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
AMERISAFE, Inc.	06/07/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ames National Corporation	04/24/2024	Management	1	Elect Director Lisa M. Eslinger	For	For	Withhold	Withhold	WITHHOLD votes for Lisa Eslinger are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ames National Corporation	04/24/2024	Management	2	Elect Director Everett S. Miles	For	For	For	For	WITHHOLD votes for Lisa Eslinger are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ames National Corporation	04/24/2024	Management	3	Elect Director John L. Pierschbacher	For	For	For	For	WITHHOLD votes for Lisa Eslinger are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ames National Corporation	04/24/2024	Management	4	Elect Director Scot A. Trost	For	For	For	For	WITHHOLD votes for Lisa Eslinger are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ames National Corporation	04/24/2024	Management	5	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Amkor Technology, Inc.	05/14/2024	Management	1	Elect Director James J. Kim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim, Robert Morse and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin, Robert Morse and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/14/2024	Management	2	Elect Director Susan Y. Kim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim, Robert Morse and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin, Robert Morse and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/14/2024	Management	3	Elect Director Giel Rutten	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim, Robert Morse and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin, Robert Morse and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/14/2024	Management	4	Elect Director Douglas A. Alexander	For	For	For	For	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim, Robert Morse and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin, Robert Morse and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/14/2024	Management	5	Elect Director Roger A. Carolin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim, Robert Morse and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin, Robert Morse and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amkor Technology, Inc.	05/14/2024	Management	6	Elect Director Winston J. Churchill	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim, Robert Morse and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin, Robert Morse and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/14/2024	Management	7	Elect Director Daniel Liao	For	For	For	For	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim, Robert Morse and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin, Robert Morse and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/14/2024	Management	8	Elect Director MaryFrances McCourt	For	For	For	For	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim, Robert Morse and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin, Robert Morse and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/14/2024	Management	9	Elect Director Robert R. Morse	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim, Robert Morse and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin, Robert Morse and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/14/2024	Management	10	Elect Director Gil C. Tily	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim, Robert Morse and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin, Robert Morse and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/14/2024	Management	11	Elect Director David N. Watson	For	For	For	For	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim, Robert Morse and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin, Robert Morse and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/14/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Amkor Technology, Inc.	05/14/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amkor Technology, Inc.	05/14/2024	Shareholder	14	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	Against	For	For	For	A vote FOR this resolution is warranted, as reporting quantitative and comparable diversity statistics would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
AMN Healthcare Services, Inc.	04/19/2024	Management	1	Elect Director Jorge A. Caballero	For	For	For	For	Votes AGAINST non-independent nominees Douglas (Doug) Wheat, Cary Grace, Mark Foletta and R. Jeffrey Harris are warranted for lack of a majority independent board. Votes AGAINST Mark Foletta and R. Jeffrey Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	04/19/2024	Management	2	Elect Director Mark G. Foletta	For	For	Against	Against	Votes AGAINST non-independent nominees Douglas (Doug) Wheat, Cary Grace, Mark Foletta and R. Jeffrey Harris are warranted for lack of a majority independent board. Votes AGAINST Mark Foletta and R. Jeffrey Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AMN Healthcare Services, Inc.	04/19/2024	Management	3	Elect Director Teri G. Fontenot	For	For	For	For	Votes AGAINST non-independent nominees Douglas (Doug) Wheat, Cary Grace, Mark Foletta and R. Jeffrey Harris are warranted for lack of a majority independent board. Votes AGAINST Mark Foletta and R. Jeffrey Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	04/19/2024	Management	4	Elect Director Cary Grace	For	For	Against	Against	Votes AGAINST non-independent nominees Douglas (Doug) Wheat, Cary Grace, Mark Foletta and R. Jeffrey Harris are warranted for lack of a majority independent board. Votes AGAINST Mark Foletta and R. Jeffrey Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	04/19/2024	Management	5	Elect Director R. Jeffrey Harris	For	For	Against	Against	Votes AGAINST non-independent nominees Douglas (Doug) Wheat, Cary Grace, Mark Foletta and R. Jeffrey Harris are warranted for lack of a majority independent board. Votes AGAINST Mark Foletta and R. Jeffrey Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	04/19/2024	Management	6	Elect Director Daphne E. Jones	For	For	For	For	Votes AGAINST non-independent nominees Douglas (Doug) Wheat, Cary Grace, Mark Foletta and R. Jeffrey Harris are warranted for lack of a majority independent board. Votes AGAINST Mark Foletta and R. Jeffrey Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	04/19/2024	Management	7	Elect Director Sylvia Trent-Adams	For	For	For	For	Votes AGAINST non-independent nominees Douglas (Doug) Wheat, Cary Grace, Mark Foletta and R. Jeffrey Harris are warranted for lack of a majority independent board. Votes AGAINST Mark Foletta and R. Jeffrey Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	04/19/2024	Management	8	Elect Director Douglas D. Wheat	For	For	Against	Against	Votes AGAINST non-independent nominees Douglas (Doug) Wheat, Cary Grace, Mark Foletta and R. Jeffrey Harris are warranted for lack of a majority independent board. Votes AGAINST Mark Foletta and R. Jeffrey Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	04/19/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's relocation perquisite. In addition, the company continues to use above-median benchmarking for base salary.
AMN Healthcare Services, Inc.	04/19/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AMN Healthcare Services, Inc.	04/19/2024	Management	11	Amend Certificate of Incorporation to Exculpate Certain Officers from Personal Liability	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Amneal Pharmaceuticals, Inc.	05/02/2024	Management	1	Elect Director Emily Peterson Alva	For	For	Against	Against	Votes AGAINST Governance Committee chair Paul Meister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Emily Alva, Deborah (Deb) Autor, John Buchi, Jeffrey (Jeff) George and John Kiely are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amneal Pharmaceuticals, Inc.	05/02/2024	Management	2	Elect Director Deb Autor	For	For	Against	Against	Votes AGAINST Governance Committee chair Paul Meister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Emily Alva, Deborah (Deb) Autor, John Buchi, Jeffrey (Jeff) George and John Kiely are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Amneal Pharmaceuticals, Inc.	05/02/2024	Management	3	Elect Director J. Kevin Buchi	For	For	Against	Against	Votes AGAINST Governance Committee chair Paul Meister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Emily Alva, Deborah (Deb) Autor, John Buchi, Jeffrey (Jeff) George and John Kiely are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Amneal Pharmaceuticals, Inc.	05/02/2024	Management	4	Elect Director Jeff George	For	For	Against	Against	Votes AGAINST Governance Committee chair Paul Meister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Emily Alva, Deborah (Deb) Autor, John Buchi, Jeffrey (Jeff) George and John Kiely are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Amneal Pharmaceuticals, Inc.	05/02/2024	Management	5	Elect Director John Kiely	For	For	Against	Against	Votes AGAINST Governance Committee chair Paul Meister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Emily Alva, Deborah (Deb) Autor, John Buchi, Jeffrey (Jeff) George and John Kiely are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Amneal Pharmaceuticals, Inc.	05/02/2024	Management	6	Elect Director Paul Meister	For	Against	Against	Against	Votes AGAINST Governance Committee chair Paul Meister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Emily Alva, Deborah (Deb) Autor, John Buchi, Jeffrey (Jeff) George and John Kiely are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amneal Pharmaceuticals, Inc.	05/02/2024	Management	7	Elect Director Ted Nark	For	For	For	For	Votes AGAINST Governance Committee chair Paul Meister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Emily Alva, Deborah (Deb) Autor, John Buchi, Jeffrey (Jeff) George and John Kiely are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Amneal Pharmaceuticals, Inc.	05/02/2024	Management	8	Elect Director Chintu Patel	For	For	For	For	Votes AGAINST Governance Committee chair Paul Meister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Emily Alva, Deborah (Deb) Autor, John Buchi, Jeffrey (Jeff) George and John Kiely are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Amneal Pharmaceuticals, Inc.	05/02/2024	Management	9	Elect Director Chirag Patel	For	For	For	For	Votes AGAINST Governance Committee chair Paul Meister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Emily Alva, Deborah (Deb) Autor, John Buchi, Jeffrey (Jeff) George and John Kiely are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Amneal Pharmaceuticals, Inc.	05/02/2024	Management	10	Elect Director Gautam Patel	For	For	For	For	Votes AGAINST Governance Committee chair Paul Meister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Emily Alva, Deborah (Deb) Autor, John Buchi, Jeffrey (Jeff) George and John Kiely are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Amneal Pharmaceuticals, Inc.	05/02/2024	Management	11	Elect Director Shlomo Yanai	For	For	For	For	Votes AGAINST Governance Committee chair Paul Meister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Emily Alva, Deborah (Deb) Autor, John Buchi, Jeffrey (Jeff) George and John Kiely are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Amneal Pharmaceuticals, Inc.	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Amneal Pharmaceuticals, Inc.	05/02/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ampco-Pittsburgh Corporation	06/04/2024	Management	1	Elect Director Elizabeth A. Fessenden	For	For	For	For	A vote FOR all director nominees is warranted.
Ampco-Pittsburgh Corporation	06/04/2024	Management	2	Elect Director Michael I. German	For	For	For	For	A vote FOR all director nominees is warranted.
Ampco-Pittsburgh Corporation	06/04/2024	Management	3	Elect Director J. Brett McBrayer	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ampco-Pittsburgh Corporation	06/04/2024	Management	4	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	Under Item 2, the expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Ampco-Pittsburgh Corporation	06/04/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ampco-Pittsburgh Corporation	06/04/2024	Management	6	Ratify BDO USA, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Amphastar Pharmaceuticals, Inc.	06/03/2024	Management	1	Elect Director Mary Ziping Luo	For	For	Against	Against	Votes AGAINST non-independent nominees Mary Luo, Howard Lee and Michael Zasloff are warranted for lack of a majority independent board. Votes AGAINST Howard Lee and Michael Zasloff are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Howard Lee and Michael Zasloff are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Gayle Deflin and Howard Lee are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Amphastar Pharmaceuticals, Inc.	06/03/2024	Management	2	Elect Director Howard Lee	For	Against	Against	Against	Votes AGAINST non-independent nominees Mary Luo, Howard Lee and Michael Zasloff are warranted for lack of a majority independent board. Votes AGAINST Howard Lee and Michael Zasloff are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Howard Lee and Michael Zasloff are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Gayle Deflin and Howard Lee are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Amphastar Pharmaceuticals, Inc.	06/03/2024	Management	3	Elect Director Michael A. Zasloff	For	Against	Against	Against	Votes AGAINST non-independent nominees Mary Luo, Howard Lee and Michael Zasloff are warranted for lack of a majority independent board. Votes AGAINST Howard Lee and Michael Zasloff are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Howard Lee and Michael Zasloff are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Gayle Deflin and Howard Lee are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amphastar Pharmaceuticals, Inc.	06/03/2024	Management	4	Elect Director Gayle Deflin	For	For	Against	Against	Votes AGAINST non-independent nominees Mary Luo, Howard Lee and Michael Zasloff are warranted for lack of a majority independent board. Votes AGAINST Howard Lee and Michael Zasloff are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Howard Lee and Michael Zasloff are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes AGAINST incumbent audit committee members Gayle Deflin and Howard Lee are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Amphastar Pharmaceuticals, Inc.	06/03/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amphastar Pharmaceuticals, Inc.	06/03/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided a large automobile perquisite to the CEO. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Amphastar Pharmaceuticals, Inc.	06/03/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 23.47 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Amplify Energy Corp.	05/15/2024	Management	1	Elect Director Deborah G. Adams	For	For	For	For	A vote FOR all director nominees is warranted.
Amplify Energy Corp.	05/15/2024	Management	2	Elect Director James E. Craddock	For	For	For	For	A vote FOR all director nominees is warranted.
Amplify Energy Corp.	05/15/2024	Management	3	Elect Director Patrice Douglas	For	For	For	For	A vote FOR all director nominees is warranted.
Amplify Energy Corp.	05/15/2024	Management	4	Elect Director Christopher W. Hamm	For	For	For	For	A vote FOR all director nominees is warranted.
Amplify Energy Corp.	05/15/2024	Management	5	Elect Director Vidisha Prasad	For	For	For	For	A vote FOR all director nominees is warranted.
Amplify Energy Corp.	05/15/2024	Management	6	Elect Director Todd R. Snyder	For	For	For	For	A vote FOR all director nominees is warranted.
Amplify Energy Corp.	05/15/2024	Management	7	Elect Director Martyn Willsher	For	For	For	For	A vote FOR all director nominees is warranted.
Amplify Energy Corp.	05/15/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Amplify Energy Corp.	05/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Amplify Energy Corp.	05/15/2024	Management	10	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Amplify Energy Corp.	05/15/2024	Shareholder	11	Seek Sale, Merger, or Liquidation of the Company in Three Years or Less	Against	Against	Against	Against	A vote AGAINST this proposal is warranted given that the proponent has not provided a compelling rationale for the company to immediately begin pursuing strategic alternatives.
AnaptysBio, Inc.	06/12/2024	Management	1	Elect Director Daniel Faga	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Oleg Nodelman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
AnaptysBio, Inc.	06/12/2024	Management	2	Elect Director Dennis Fenton	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Oleg Nodelman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AnaptysBio, Inc.	06/12/2024	Management	3	Elect Director Oleg Nodelman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Oleg Nodelman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
AnaptysBio, Inc.	06/12/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AnaptysBio, Inc.	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
AnaptysBio, Inc.	06/12/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 28.75 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive. * The plan administrator may provide loans to exercise awards.
Angi Inc.	06/12/2024	Management	1	Elect Director Angela R. Hicks Bowman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Jeffrey (Jeff) Kip, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman and Mark Stein are warranted for lack of a majority independent board and due to the company' lack of a formal nominating committee. WITHHOLD votes for Joseph (Joey) Levin are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Joseph (Joey) Levin, Thomas Evans, Alesia Haas, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Sandra Hurse, Jeremy Philips, Glenn Schiffman, Mark Stein, and Suzy Welch are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR Tom Pickett is warranted.
Angi Inc.	06/12/2024	Management	2	Elect Director Thomas R. Evans	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Jeffrey (Jeff) Kip, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman and Mark Stein are warranted for lack of a majority independent board and due to the company' lack of a formal nominating committee. WITHHOLD votes for Joseph (Joey) Levin are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Joseph (Joey) Levin, Thomas Evans, Alesia Haas, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Sandra Hurse, Jeremy Philips, Glenn Schiffman, Mark Stein, and Suzy Welch are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR Tom Pickett is warranted.
Angi Inc.	06/12/2024	Management	3	Elect Director Alesia J. Haas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Jeffrey (Jeff) Kip, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman and Mark Stein are warranted for lack of a majority independent board and due to the company' lack of a formal nominating committee. WITHHOLD votes for Joseph (Joey) Levin are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Joseph (Joey) Levin, Thomas Evans, Alesia Haas, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Sandra Hurse, Jeremy Philips, Glenn Schiffman, Mark Stein, and Suzy Welch are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR Tom Pickett is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Angi Inc.	06/12/2024	Management	4	Elect Director Christopher Halpin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Jeffrey (Jeff) Kip, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman and Mark Stein are warranted for lack of a majority independent board and due to the company' lack of a formal nominating committee. WITHHOLD votes for Joseph (Joey) Levin are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Joseph (Joey) Levin, Thomas Evans, Alesia Haas, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Sandra Hurse, Jeremy Philips, Glenn Schiffman, Mark Stein, and Suzy Welch are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR Tom Pickett is warranted.
Angi Inc.	06/12/2024	Management	5	Elect Director Kendall Handler	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Jeffrey (Jeff) Kip, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman and Mark Stein are warranted for lack of a majority independent board and due to the company' lack of a formal nominating committee. WITHHOLD votes for Joseph (Joey) Levin are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Joseph (Joey) Levin, Thomas Evans, Alesia Haas, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Sandra Hurse, Jeremy Philips, Glenn Schiffman, Mark Stein, and Suzy Welch are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR Tom Pickett is warranted.
Angi Inc.	06/12/2024	Management	6	Elect Director Sandra Buchanan Hurse	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Jeffrey (Jeff) Kip, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman and Mark Stein are warranted for lack of a majority independent board and due to the company' lack of a formal nominating committee. WITHHOLD votes for Joseph (Joey) Levin are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Joseph (Joey) Levin, Thomas Evans, Alesia Haas, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Sandra Hurse, Jeremy Philips, Glenn Schiffman, Mark Stein, and Suzy Welch are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR Tom Pickett is warranted.
Angi Inc.	06/12/2024	Management	7	Elect Director Jeffrey W. Kip	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Jeffrey (Jeff) Kip, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman and Mark Stein are warranted for lack of a majority independent board and due to the company' lack of a formal nominating committee. WITHHOLD votes for Joseph (Joey) Levin are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Joseph (Joey) Levin, Thomas Evans, Alesia Haas, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Sandra Hurse, Jeremy Philips, Glenn Schiffman, Mark Stein, and Suzy Welch are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR Tom Pickett is warranted.



# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Angi Inc.	06/12/2024	Management	8	Elect Director Joseph Levin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Jeffrey (Jeff) Kip, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman and Mark Stein are warranted for lack of a majority independent board and due to the company' lack of a formal nominating committee. WITHHOLD votes for Joseph (Joey) Levin are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Joseph (Joey) Levin, Thomas Evans, Alesia Haas, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Sandra Hurse, Jeremy Philips, Glenn Schiffman, Mark Stein, and Suzy Welch are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR Tom Pickett is warranted.
Angi Inc.	06/12/2024	Management	9	Elect Director Jeremy Philips	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Jeffrey (Jeff) Kip, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman and Mark Stein are warranted for lack of a majority independent board and due to the company' lack of a formal nominating committee. WITHHOLD votes for Joseph (Joey) Levin are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Joseph (Joey) Levin, Thomas Evans, Alesia Haas, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Sandra Hurse, Jeremy Philips, Glenn Schiffman, Mark Stein, and Suzy Welch are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR Tom Pickett is warranted.
Angi Inc.	06/12/2024	Management	10	Elect Director Tom Pickett	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Jeffrey (Jeff) Kip, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman and Mark Stein are warranted for lack of a majority independent board and due to the company' lack of a formal nominating committee. WITHHOLD votes for Joseph (Joey) Levin are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Joseph (Joey) Levin, Thomas Evans, Alesia Haas, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Sandra Hurse, Jeremy Philips, Glenn Schiffman, Mark Stein, and Suzy Welch are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR Tom Pickett is warranted.
Angi Inc.	06/12/2024	Management	11	Elect Director Glenn H. Schiffman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Jeffrey (Jeff) Kip, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman and Mark Stein are warranted for lack of a majority independent board and due to the company' lack of a formal nominating committee. WITHHOLD votes for Joseph (Joey) Levin are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Joseph (Joey) Levin, Thomas Evans, Alesia Haas, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Sandra Hurse, Jeremy Philips, Glenn Schiffman, Mark Stein, and Suzy Welch are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR Tom Pickett is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Angi Inc.	06/12/2024	Management	12	Elect Director Mark Stein	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Jeffrey (Jeff) Kip, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman and Mark Stein are warranted for lack of a majority independent board and due to the company' lack of a formal nominating committee. WITHHOLD votes for Joseph (Joey) Levin are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Joseph (Joey) Levin, Thomas Evans, Alesia Haas, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Sandra Hurse, Jeremy Philips, Glenn Schiffman, Mark Stein, and Suzy Welch are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR Tom Pickett is warranted.
Angi Inc.	06/12/2024	Management	13	Elect Director Suzy Welch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Jeffrey (Jeff) Kip, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman and Mark Stein are warranted for lack of a majority independent board and due to the company' lack of a formal nominating committee. WITHHOLD votes for Joseph (Joey) Levin are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Joseph (Joey) Levin, Thomas Evans, Alesia Haas, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Sandra Hurse, Jeremy Philips, Glenn Schiffman, Mark Stein, and Suzy Welch are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR Tom Pickett is warranted.
Angi Inc.	06/12/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to officers for the exercise of awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Angi Inc.	06/12/2024	Management	15	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Furthermore, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board with limited accountability to public shareholders.
Angi Inc.	06/12/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Bonuses were discretionary and equity awards are entirely time-vesting.
Angi Inc.	06/12/2024	Management	17	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Angi Inc.	06/12/2024	Management	18	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
ANI Pharmaceuticals, Inc.	05/21/2024	Management	1	Elect Director Thomas J. Haughey	For	For	For	For	A vote FOR the director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/21/2024	Management	2	Elect Director Nikhil Lalwani	For	For	For	For	A vote FOR the director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/21/2024	Management	3	Elect Director Matthew J. Leonard	For	For	For	For	A vote FOR the director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/21/2024	Management	4	Elect Director Antonio R. Pera	For	For	For	For	A vote FOR the director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/21/2024	Management	5	Elect Director Muthusamy Shanmugam	For	For	For	For	A vote FOR the director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/21/2024	Management	6	Elect Director Renee P. Tannenbaum	For	For	For	For	A vote FOR the director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/21/2024	Management	7	Elect Director Jeanne A. Thoma	For	For	For	For	A vote FOR the director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/21/2024	Management	8	Elect Director Patrick D. Walsh	For	For	For	For	A vote FOR the director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/21/2024	Management	9	Ratify EisnerAmper LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ANI Pharmaceuticals, Inc.	05/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
ANI Pharmaceuticals, Inc.	05/21/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.88 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Antero Midstream Corporation	06/05/2024	Management	1	Elect Director Michael N. Kennedy	For	For	For	For	WITHHOLD votes are warranted for Brooks Klimley (i) as Nominating Committee chair, for lack of racial/ethnic diversity on the board, and (ii) as Governance Committee member, given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Antero Midstream Corporation	06/05/2024	Management	2	Elect Director Brooks J. Klimley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Brooks Klimley (i) as Nominating Committee chair, for lack of racial/ethnic diversity on the board, and (ii) as Governance Committee member, given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Antero Midstream Corporation	06/05/2024	Management	3	Elect Director John C. Mollenkopf	For	For	For	For	WITHHOLD votes are warranted for Brooks Klimley (i) as Nominating Committee chair, for lack of racial/ethnic diversity on the board, and (ii) as Governance Committee member, given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Antero Midstream Corporation	06/05/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Antero Midstream Corporation	06/05/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Antero Midstream Corporation	06/05/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to officers for the exercise of awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Anywhere Real Estate, Inc.	05/02/2024	Management	1	Elect Director Fiona P. Dias	For	For	For	For	Votes AGAINST Michael Williams and V. Ann Hailey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/02/2024	Management	2	Elect Director Matthew J. Espe	For	For	For	For	Votes AGAINST Michael Williams and V. Ann Hailey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/02/2024	Management	3	Elect Director V. Ann Hailey	For	For	Against	Against	Votes AGAINST Michael Williams and V. Ann Hailey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/02/2024	Management	4	Elect Director Bryson R. Koehler	For	For	For	For	Votes AGAINST Michael Williams and V. Ann Hailey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/02/2024	Management	5	Elect Director Joseph Lenz	For	For	For	For	Votes AGAINST Michael Williams and V. Ann Hailey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/02/2024	Management	6	Elect Director Duncan L. Niederauer	For	For	For	For	Votes AGAINST Michael Williams and V. Ann Hailey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/02/2024	Management	7	Elect Director Egbert L.J. Perry	For	For	For	For	Votes AGAINST Michael Williams and V. Ann Hailey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/02/2024	Management	8	Elect Director Ryan M. Schneider	For	For	For	For	Votes AGAINST Michael Williams and V. Ann Hailey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Anywhere Real Estate, Inc.	05/02/2024	Management	9	Elect Director Enrique Silva	For	For	For	For	Votes AGAINST Michael Williams and V. Ann Hailey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/02/2024	Management	10	Elect Director Sherry M. Smith	For	For	For	For	Votes AGAINST Michael Williams and V. Ann Hailey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/02/2024	Management	11	Elect Director Christopher S. Terrill	For	For	For	For	Votes AGAINST Michael Williams and V. Ann Hailey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/02/2024	Management	12	Elect Director Felicia Williams	For	For	For	For	Votes AGAINST Michael Williams and V. Ann Hailey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/02/2024	Management	13	Elect Director Michael J. Williams	For	For	Against	Against	Votes AGAINST Michael Williams and V. Ann Hailey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/02/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Anywhere Real Estate, Inc.	05/02/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
APi Group Corporation	06/14/2024	Management	1	Elect Director Martin E. Franklin	For	For	For	For	Votes AGAINST Carrie Wheeler are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST governance committee chair Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST audit committee members Ian Ashken, Paula Loop, and Carrie Wheeler are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
APi Group Corporation	06/14/2024	Management	2	Elect Director James E. Lillie	For	For	For	For	Votes AGAINST Carrie Wheeler are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST governance committee chair Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST audit committee members Ian Ashken, Paula Loop, and Carrie Wheeler are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
APi Group Corporation	06/14/2024	Management	3	Elect Director Ian G.H. Ashken	For	Against	Against	Against	Votes AGAINST Carrie Wheeler are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST governance committee chair Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST audit committee members Ian Ashken, Paula Loop, and Carrie Wheeler are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
API Group Corporation	06/14/2024	Management	4	Elect Director Russell A. Becker	For	For	For	For	Votes AGAINST Carrie Wheeler are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST governance committee chair Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST audit committee members Ian Ashken, Paula Loop, and Carrie Wheeler are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
API Group Corporation	06/14/2024	Management	5	Elect Director Paula D. Loop	For	Against	Against	Against	Votes AGAINST Carrie Wheeler are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST governance committee chair Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST audit committee members Ian Ashken, Paula Loop, and Carrie Wheeler are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
API Group Corporation	06/14/2024	Management	6	Elect Director Anthony E. Malkin	For	For	For	For	Votes AGAINST Carrie Wheeler are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST governance committee chair Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST audit committee members Ian Ashken, Paula Loop, and Carrie Wheeler are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
API Group Corporation	06/14/2024	Management	7	Elect Director Thomas V. Milroy	For	For	For	For	Votes AGAINST Carrie Wheeler are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST governance committee chair Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST audit committee members Ian Ashken, Paula Loop, and Carrie Wheeler are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
API Group Corporation	06/14/2024	Management	8	Elect Director Cyrus D. Walker	For	Against	Against	Against	Votes AGAINST Carrie Wheeler are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST governance committee chair Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST audit committee members Ian Ashken, Paula Loop, and Carrie Wheeler are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
API Group Corporation	06/14/2024	Management	9	Elect Director Carrie A. Wheeler	For	Against	Against	Against	Votes AGAINST Carrie Wheeler are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST governance committee chair Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. Votes AGAINST audit committee members Ian Ashken, Paula Loop, and Carrie Wheeler are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
API Group Corporation	06/14/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
API Group Corporation	06/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Apogee Enterprises, Inc.	06/20/2024	Management	1	Elect Director Christina M. Alvord	For	For	For	For	A vote FOR all director nominees is warranted.
Apogee Enterprises, Inc.	06/20/2024	Management	2	Elect Director Herbert K. Parker	For	For	For	For	A vote FOR all director nominees is warranted.
Apogee Enterprises, Inc.	06/20/2024	Management	3	Elect Director Ty R. Silberhorn	For	For	For	For	A vote FOR all director nominees is warranted.
Apogee Enterprises, Inc.	06/20/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Apogee Enterprises, Inc.	06/20/2024	Management	5	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The shareholder value transfer appears to be within a reasonable range; * The plan does not allow for repricing of stock options without prior shareholder approval; and * The equity burn rate is reasonable.
Apogee Enterprises, Inc.	06/20/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AppFolio, Inc.	06/14/2024	Management	1	Elect Director Timothy Bliss	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Timothy Bliss for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Timothy Bliss and Winifred (Wendy) Webb given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR William Shane Trigg is warranted.
AppFolio, Inc.	06/14/2024	Management	2	Elect Director Shane Trigg	For	For	For	For	WITHHOLD votes are warranted for Timothy Bliss for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Timothy Bliss and Winifred (Wendy) Webb given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR William Shane Trigg is warranted.
AppFolio, Inc.	06/14/2024	Management	3	Elect Director Winifred Webb	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Timothy Bliss for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Timothy Bliss and Winifred (Wendy) Webb given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR William Shane Trigg is warranted.
AppFolio, Inc.	06/14/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Withhold	Withhold	A vote WITHHOLD for this item is warranted as the auditor's tenure at the company exceeds seven years.
AppFolio, Inc.	06/14/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Withhold	Withhold	Withhold	The CEO pay ratio exceeds 100.
AppFolio, Inc.	06/14/2024	Management	6	Approve Omnibus Stock Plan	For	Withhold	Withhold	Withhold	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 35.67 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan contains an evergreen feature (overriding factor).

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AppFolio, Inc.	06/14/2024	Management	7	Approve Qualified Employee Stock Purchase Plan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for this proposal given that the shares reserved under the plan, including the evergreen shares, would cause excessive voting power dilution.
Applied Optoelectronics, Inc.	06/06/2024	Management	1	Elect Director William H. Yeh	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee William Yeh are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Cynthia (Cindy) DeLaney is warranted.
Applied Optoelectronics, Inc.	06/06/2024	Management	2	Elect Director Cynthia (Cindy) DeLaney	For	For	For	For	WITHHOLD votes for non-independent nominee William Yeh are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Cynthia (Cindy) DeLaney is warranted.
Applied Optoelectronics, Inc.	06/06/2024	Management	3	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Applied Optoelectronics, Inc.	06/06/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Applied Optoelectronics, Inc.	06/06/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Applied Optoelectronics, Inc.	06/06/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.43 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Applied Optoelectronics, Inc.	06/06/2024	Management	7	Approve Grant of Restricted Stock Award to Chih-Hsiang (Thompson) Lin	For	For	For	For	A vote FOR this proposal is warranted. While the specific performance goals are not disclosed, the equity award is entirely performance-conditioned, the value of the award appears to be reasonable and does not appear to be excessively dilutive.
Aqua Metals, Inc.	05/23/2024	Management	1	Elect Director Vincent L. DiVito	For	For	For	For	A vote FOR the director nominees is warranted.
Aqua Metals, Inc.	05/23/2024	Management	2	Elect Director Stephen Cotton	For	For	For	For	A vote FOR the director nominees is warranted.
Aqua Metals, Inc.	05/23/2024	Management	3	Elect Director Molly Zhang	For	For	For	For	A vote FOR the director nominees is warranted.
Aqua Metals, Inc.	05/23/2024	Management	4	Elect Director Edward Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Aqua Metals, Inc.	05/23/2024	Management	5	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's use of equity has driven a pay-for-performance misalignment and the equity compensation program is not sufficiently broad-based (overriding factor). * The equity granted to the top five executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows options to be priced at less than 100 percent of the full market value.
Aqua Metals, Inc.	05/23/2024	Management	6	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the requested increase in authorized shares is reasonable and there are no substantial concerns regarding the company's past use of shares.
Aqua Metals, Inc.	05/23/2024	Management	7	Ratify Forvis LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Aqua Metals, Inc.	05/23/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Concerns are raised given that the CEO received relatively high target equity grants, which were the primary driver of his elevated pay, and annual bonuses were largely discretionary. Moreover, majority of the equity awards were time-vesting, and a portion of the awards utilized a one-year performance period.
Aramark	01/30/2024	Management	1	Elect Director Susan M. Cameron	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	2	Elect Director Greg Creed	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	3	Elect Director Brian M. DelGhiaccio	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	4	Elect Director Bridgette P. Heller	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	5	Elect Director Kenneth M. Keverian	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	6	Elect Director Karen M. King	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	7	Elect Director Patricia E. Lopez	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	8	Elect Director Stephen I. Sadove	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	9	Elect Director Kevin G. Wills	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	10	Elect Director John J. Zillmer	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Aramark	01/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Arch Resources, Inc.	05/07/2024	Management	1	Elect Director Pamela R. Butcher	For	For	For	For	A vote FOR all director nominees is warranted.
Arch Resources, Inc.	05/07/2024	Management	2	Elect Director John T. Drexler	For	For	For	For	A vote FOR all director nominees is warranted.
Arch Resources, Inc.	05/07/2024	Management	3	Elect Director Holly Keller Koeppel	For	For	For	For	A vote FOR all director nominees is warranted.
Arch Resources, Inc.	05/07/2024	Management	4	Elect Director Patrick A. Kriegshauser	For	For	For	For	A vote FOR all director nominees is warranted.
Arch Resources, Inc.	05/07/2024	Management	5	Elect Director Paul A. Lang	For	For	For	For	A vote FOR all director nominees is warranted.
Arch Resources, Inc.	05/07/2024	Management	6	Elect Director Richard A. Navarre	For	For	For	For	A vote FOR all director nominees is warranted.
Arch Resources, Inc.	05/07/2024	Management	7	Elect Director Molly P. Zhang (Peifang Zhang)	For	For	For	For	A vote FOR all director nominees is warranted.
Arch Resources, Inc.	05/07/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Arch Resources, Inc.	05/07/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Archrock, Inc.	04/25/2024	Management	1	Elect Director Anne-Marie N. Ainsworth	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/25/2024	Management	2	Elect Director D. Bradley Childers	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/25/2024	Management	3	Elect Director Gordon T. Hall	For	For	Withhold	Withhold	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/25/2024	Management	4	Elect Director Frances Powell Hawes	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/25/2024	Management	5	Elect Director J.W.G. (Will) Honeybourne	For	For	Withhold	Withhold	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/25/2024	Management	6	Elect Director James H. Lytal	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/25/2024	Management	7	Elect Director Leonard W. Mallett	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/25/2024	Management	8	Elect Director Jason C. Rebrook	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/25/2024	Management	9	Elect Director Edmund P. Segner, III	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/25/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Archrock, Inc.	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While concerns were raised regarding the committee's discretion to enhance STI payouts and the majority time-based LTI awards for 2023, the supplemental filing provided sufficient disclosure of meaningful go-forward changes that mitigate these concerns. Annual incentives were primarily based on pre-set, objective metrics and the committee does not expect to exercise similar discretionary increases going forward. Furthermore, the committee noted that LTI awards will shift to equal weights for time and performance-based equity starting in FY25.
Arcosa, Inc.	05/08/2024	Management	1	Elect Director Joseph Alvarado	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/08/2024	Management	2	Elect Director Rhys J. Best	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/08/2024	Management	3	Elect Director Antonio Carrillo	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/08/2024	Management	4	Elect Director Jeffrey A. Craig	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/08/2024	Management	5	Elect Director Steven J. Demetriou	For	For	For	For	A vote FOR all director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Arcosa, Inc.	05/08/2024	Management	6	Elect Director John W. Lindsay	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/08/2024	Management	7	Elect Director Kimberly S. Lubel	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/08/2024	Management	8	Elect Director Julie A. Piggott	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/08/2024	Management	9	Elect Director Melanie M. Trent	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/08/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Arcosa, Inc.	05/08/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arcturus Therapeutics Holdings Inc.	06/14/2024	Management	1	Elect Director Peter C. Farrell	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2024	Management	2	Elect Director Joseph E. Payne	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2024	Management	3	Elect Director Andy Sassine	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2024	Management	4	Elect Director James Barlow	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2024	Management	5	Elect Director Edward W. Holmes	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2024	Management	6	Elect Director Magda Marquet	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2024	Management	7	Elect Director Jing L. Marantz	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2024	Management	8	Elect Director John H. Markels	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2024	Management	9	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 27.64 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Arcturus Therapeutics Holdings Inc.	06/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Arcturus Therapeutics Holdings Inc.	06/14/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Arcus Biosciences, Inc.	06/06/2024	Management	1	Elect Director Kathryn Falberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terry Rosen and Linda Higgins are warranted for lack of a majority independent board. In the absence of Governance Committee members on ballot, WITHHOLD votes are warranted for director nominees Terry Rosen, Kathryn (Kate) Falberg, and Linda Higgins given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Arcus Biosciences, Inc.	06/06/2024	Management	2	Elect Director Linda Higgins	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terry Rosen and Linda Higgins are warranted for lack of a majority independent board. In the absence of Governance Committee members on ballot, WITHHOLD votes are warranted for director nominees Terry Rosen, Kathryn (Kate) Falberg, and Linda Higgins given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Arcus Biosciences, Inc.	06/06/2024	Management	3	Elect Director Terry Rosen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terry Rosen and Linda Higgins are warranted for lack of a majority independent board. In the absence of Governance Committee members on ballot, WITHHOLD votes are warranted for director nominees Terry Rosen, Kathryn (Kate) Falberg, and Linda Higgins given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Arcus Biosciences, Inc.	06/06/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arcus Biosciences, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company continues to use above-median benchmarking for each of the NEO's base salary and short-term incentives. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Ardagh Metal Packaging SA	05/16/2024	Management	2	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ardagh Metal Packaging SA	05/16/2024	Management	3	Approve Financial Statements	For	For	For	For	A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.
Ardagh Metal Packaging SA	05/16/2024	Management	4	Approve Interim Dividends	For	For	For	For	A vote FOR this income allocation proposal is warranted as no concerns were identified.
Ardagh Metal Packaging SA	05/16/2024	Management	5	Approve Discharge of Directors	For	For	For	For	A vote FOR this item is warranted given the lack of any specific concern with the board's actions over the past year. However, cautionary support is warranted as the company has failed to demonstrate good stewardship by failing to submit the remuneration to a shareholder vote. Despite not being formally required due to the company's cross market status, both in US and Luxembourg companies are required to offer shareholders a say-on-pay.
Ardagh Metal Packaging SA	05/16/2024	Management	6	Reelect Abigail Blunt as Class III Director	For	For	For	For	A vote FOR the elections Abigail Blunt and Lord Philip Hammond is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates. Votes AGAINST Paul Coulson are warranted for serving as a non-independent member of a key board committee. Furthermore, he serves as a nomination committee member on a board that is insufficiently diverse.
Ardagh Metal Packaging SA	05/16/2024	Management	7	Reelect Paul Coulson as Class III Director	For	Against	Against	Against	A vote FOR the elections Abigail Blunt and Lord Philip Hammond is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates. Votes AGAINST Paul Coulson are warranted for serving as a non-independent member of a key board committee. Furthermore, he serves as a nomination committee member on a board that is insufficiently diverse.
Ardagh Metal Packaging SA	05/16/2024	Management	8	Reelect Lord Hammond of Runnymede as Class III Director	For	For	For	For	A vote FOR the elections Abigail Blunt and Lord Philip Hammond is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates. Votes AGAINST Paul Coulson are warranted for serving as a non-independent member of a key board committee. Furthermore, he serves as a nomination committee member on a board that is insufficiently diverse.
Ardagh Metal Packaging SA	05/16/2024	Management	9	Approve Remuneration of Directors	For	For	For	For	A qualified vote FOR this item is warranted because there is no sign of excessiveness concerning the board remuneration. However, this is not without noting the overall limited information on remuneration and no longer having public information on the total remuneration received within the Ardagh group.
Ardagh Metal Packaging SA	05/16/2024	Management	10	Appoint PricewaterhouseCoopers as Auditor	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Ardmore Shipping Corporation	06/17/2024	Management	1	Elect Director Anthony Gurnee	For	For	For	For	WITHHOLD votes for incumbent Audit Committee member Helen Tveitan de Jong are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Anthony Gurnee is warranted.
Ardmore Shipping Corporation	06/17/2024	Management	2	Elect Director Helen Tveitan de Jong	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee member Helen Tveitan de Jong are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Anthony Gurnee is warranted.
Argan, Inc.	06/20/2024	Management	1	Elect Director Rainer H. Bosselmann	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Argan, Inc.	06/20/2024	Management	2	Elect Director Cynthia A. Flanders	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2024	Management	3	Elect Director Peter W. Getsinger	For	For	For	For	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2024	Management	4	Elect Director William F. Griffin, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2024	Management	5	Elect Director John R. Jeffrey, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2024	Management	6	Elect Director William F. Leimkuhler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2024	Management	7	Elect Director W.G. Champion Mitchell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for nominating committee chair W.G. Champion Mitchell for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Argan, Inc.	06/20/2024	Management	8	Elect Director James W. Quinn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2024	Management	9	Elect Director Karen A. Sweeney	For	For	For	For	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2024	Management	10	Elect Director David H. Watson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Argan, Inc.	06/20/2024	Management	12	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aris Water Solutions, Inc.	05/09/2024	Management	1	Elect Director Andrew O'Brien	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Andrew (Andy) O'Brien, Donald Templin, and Mario Max Yzaguirre given the board's failure to remove, or subject to a sunset requirement, the classified board structure and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are also warranted for compensation committee members Donald Templin and Mario Max Yzaguirre due to an unmitigated pay-for-performance misalignment for the year under consideration.
Aris Water Solutions, Inc.	05/09/2024	Management	2	Elect Director Donald C. Templin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Andrew (Andy) O'Brien, Donald Templin, and Mario Max Yzaguirre given the board's failure to remove, or subject to a sunset requirement, the classified board structure and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are also warranted for compensation committee members Donald Templin and Mario Max Yzaguirre due to an unmitigated pay-for-performance misalignment for the year under consideration.
Aris Water Solutions, Inc.	05/09/2024	Management	3	Elect Director M. Max Yzaguirre	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Andrew (Andy) O'Brien, Donald Templin, and Mario Max Yzaguirre given the board's failure to remove, or subject to a sunset requirement, the classified board structure and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are also warranted for compensation committee members Donald Templin and Mario Max Yzaguirre due to an unmitigated pay-for-performance misalignment for the year under consideration.
Aris Water Solutions, Inc.	05/09/2024	Management	4	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aris Water Solutions, Inc.	05/09/2024	Management	5	Ratify BDO USA, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
ARKO Corp.	06/06/2024	Management	1	Elect Director Michael J. Gade	For	For	For	For	WITHHOLD votes for Andrew Heyer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
ARKO Corp.	06/06/2024	Management	2	Elect Director Andrew R. Heyer	For	Withhold	Withhold	Withhold	WITHHOLD votes for Andrew Heyer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
ARKO Corp.	06/06/2024	Management	3	Elect Director Steven J. Heyer	For	For	For	For	WITHHOLD votes for Andrew Heyer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
ARKO Corp.	06/06/2024	Management	4	Elect Director Laura Shapira Karet	For	For	For	For	WITHHOLD votes for Andrew Heyer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
ARKO Corp.	06/06/2024	Management	5	Elect Director Arie Kotler	For	For	For	For	WITHHOLD votes for Andrew Heyer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
ARKO Corp.	06/06/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
ARKO Corp.	06/06/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to officers for the exercise of awards; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
ARKO Corp.	06/06/2024	Management	8	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ARKO Corp.	06/06/2024	Shareholder	9	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Armstrong World Industries, Inc.	06/13/2024	Management	1	Elect Director Victor D. Grizzle	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	2	Elect Director Richard D. Holder	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	3	Elect Director Barbara L. Loughran	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	4	Elect Director William H. Osborne	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	5	Elect Director Wayne R. Shurts	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	6	Elect Director Roy W. Templin	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	7	Elect Director Cherryl T. Thomas	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Armstrong World Industries, Inc.	06/13/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Arq, Inc.	06/10/2024	Management	1	Elect Director Laurie Bergman	For	For	For	For	A vote FOR the director nominees is warranted.
Arq, Inc.	06/10/2024	Management	2	Elect Director Jeremy Blank	For	For	For	For	A vote FOR the director nominees is warranted.
Arq, Inc.	06/10/2024	Management	3	Elect Director Richard Campbell-Breedon	For	For	For	For	A vote FOR the director nominees is warranted.
Arq, Inc.	06/10/2024	Management	4	Elect Director Carol Eicher	For	For	For	For	A vote FOR the director nominees is warranted.
Arq, Inc.	06/10/2024	Management	5	Elect Director Gilbert Li	For	For	For	For	A vote FOR the director nominees is warranted.
Arq, Inc.	06/10/2024	Management	6	Elect Director Julian McIntyre	For	For	For	For	A vote FOR the director nominees is warranted.
Arq, Inc.	06/10/2024	Management	7	Elect Director Robert Rasmus	For	For	For	For	A vote FOR the director nominees is warranted.
Arq, Inc.	06/10/2024	Management	8	Elect Director L. Spencer Wells	For	For	For	For	A vote FOR the director nominees is warranted.
Arq, Inc.	06/10/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
Arq, Inc.	06/10/2024	Management	10	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Arq, Inc.	06/10/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the top five executives during the last fiscal year exceeds 15 percent of total awards.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Arq, Inc.	06/10/2024	Management	12	Amend Tax Asset Protection Plan	For	For	For	For	A vote FOR this proposal is warranted. The duration of the NOL pill is reasonable, the value of the tax attributes to be protected is material, and the company's governance practices are not a cause for concern as they relate to this proposal.
Array Technologies, Inc.	05/21/2024	Management	1	Elect Director Troy Alstead	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Audit Committee member Troy Alstead due to the persistence of material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes are warranted for Governance Committee members Troy Alstead and Orlando Ashford given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Bilal Khan, is warranted.
Array Technologies, Inc.	05/21/2024	Management	2	Elect Director Orlando D. Ashford	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Audit Committee member Troy Alstead due to the persistence of material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes are warranted for Governance Committee members Troy Alstead and Orlando Ashford given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Bilal Khan, is warranted.
Array Technologies, Inc.	05/21/2024	Management	3	Elect Director Bilal Khan	For	For	For	For	WITHHOLD votes are warranted for Audit Committee member Troy Alstead due to the persistence of material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes are warranted for Governance Committee members Troy Alstead and Orlando Ashford given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Bilal Khan, is warranted.
Array Technologies, Inc.	05/21/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Array Technologies, Inc.	05/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Arrow Electronics, Inc.	05/07/2024	Management	1	Elect Director William F. Austen	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	2	Elect Director Fabian T. Garcia *Withdrawn Resolution*					
Arrow Electronics, Inc.	05/07/2024	Management	3	Elect Director Steven H. Gunby	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	4	Elect Director Gail E. Hamilton	For	For	Withhold	Withhold	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	5	Elect Director Michael D. Hayford	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	6	Elect Director Andrew C. Kerin	For	For	Withhold	Withhold	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	7	Elect Director Sean J. Kerins	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Arrow Electronics, Inc.	05/07/2024	Management	8	Elect Director Carol P. Lowe	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	9	Elect Director Mary T. McDowell	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	10	Elect Director Gerry P. Smith	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arrow Electronics, Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Arrow Financial Corporation	06/05/2024	Management	1	Elect Director David S. DeMarco	For	For	Withhold	Withhold	WITHHOLD votes for David Kruczynski are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for non-independent nominees David (Dave) DeMarco, David Kruczynski and Raymond O'Conor are warranted for lack of a majority independent board.
Arrow Financial Corporation	06/05/2024	Management	2	Elect Director David G. Kruczynski	For	For	Withhold	Withhold	WITHHOLD votes for David Kruczynski are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for non-independent nominees David (Dave) DeMarco, David Kruczynski and Raymond O'Conor are warranted for lack of a majority independent board.
Arrow Financial Corporation	06/05/2024	Management	3	Elect Director Raymond F. O'Conor	For	For	Withhold	Withhold	WITHHOLD votes for David Kruczynski are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for non-independent nominees David (Dave) DeMarco, David Kruczynski and Raymond O'Conor are warranted for lack of a majority independent board.
Arrow Financial Corporation	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Arrow Financial Corporation	06/05/2024	Management	5	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Arrow Financial Corporation	06/05/2024	Management	6	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Artisan Partners Asset Management Inc.	06/14/2024	Management	1	Elect Director Jennifer A. Barbetta	For	For	For	For	WITHHOLD votes for non-independent nominees Stephanie DiMarco, Eric Colson, Matthew Barger, Tench Cox and Jeffrey Joerres are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Barger, Tench Cox and Jeffrey Joerres are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Tench Cox for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Artisan Partners Asset Management Inc.	06/14/2024	Management	2	Elect Director Matthew R. Barger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephanie DiMarco, Eric Colson, Matthew Barger, Tench Cox and Jeffrey Joerres are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Barger, Tench Cox and Jeffrey Joerres are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Tench Cox for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Artisan Partners Asset Management Inc.	06/14/2024	Management	3	Elect Director Eric R. Colson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephanie DiMarco, Eric Colson, Matthew Barger, Tench Coxé and Jeffrey Joerres are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Barger, Tench Coxé and Jeffrey Joerres are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Tench Coxé for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Artisan Partners Asset Management Inc.	06/14/2024	Management	4	Elect Director Tench Coxé	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephanie DiMarco, Eric Colson, Matthew Barger, Tench Coxé and Jeffrey Joerres are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Barger, Tench Coxé and Jeffrey Joerres are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Tench Coxé for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Artisan Partners Asset Management Inc.	06/14/2024	Management	5	Elect Director Stephanie G. DiMarco	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephanie DiMarco, Eric Colson, Matthew Barger, Tench Coxé and Jeffrey Joerres are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Barger, Tench Coxé and Jeffrey Joerres are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Tench Coxé for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Artisan Partners Asset Management Inc.	06/14/2024	Management	6	Elect Director Jeffrey A. Joerres	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephanie DiMarco, Eric Colson, Matthew Barger, Tench Coxé and Jeffrey Joerres are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Barger, Tench Coxé and Jeffrey Joerres are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Tench Coxé for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Artisan Partners Asset Management Inc.	06/14/2024	Management	7	Elect Director Saloni S. Multani	For	For	For	For	WITHHOLD votes for non-independent nominees Stephanie DiMarco, Eric Colson, Matthew Barger, Tench Coxé and Jeffrey Joerres are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Barger, Tench Coxé and Jeffrey Joerres are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Tench Coxé for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Artisan Partners Asset Management Inc.	06/14/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Artisan Partners Asset Management Inc.	06/14/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Artivion, Inc.	05/14/2024	Management	1	Elect Director Thomas F. Ackerman	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salvesson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/14/2024	Management	2	Elect Director Daniel J. Bevevino	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salvesson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Artivion, Inc.	05/14/2024	Management	3	Elect Director Marna P. Borgstrom	For	For	For	For	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salveson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/14/2024	Management	4	Elect Director James W. Bullock	For	For	For	For	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salveson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/14/2024	Management	5	Elect Director Jeffrey H. Burbank	For	For	For	For	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salveson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/14/2024	Management	6	Elect Director Elizabeth A. Hoff	For	For	For	For	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salveson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/14/2024	Management	7	Elect Director J. Patrick Mackin	For	For	For	For	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salveson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/14/2024	Management	8	Elect Director Jon W. Salveson	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salveson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/14/2024	Management	9	Elect Director Anthony B. Semedo	For	For	For	For	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salveson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Artivion, Inc.	05/14/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Artivion, Inc.	05/14/2024	Management	12	Amend Certificate of Incorporation to Allow the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Arvinas, Inc.	05/29/2024	Management	1	Elect Director Edward Kennedy, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Briggs Morrison are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee members Briggs Morrison and Edward (Ted) Kennedy Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Everett Cunningham is warranted.
Arvinas, Inc.	05/29/2024	Management	2	Elect Director Everett Cunningham	For	For	For	For	WITHHOLD votes for Briggs Morrison are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee members Briggs Morrison and Edward (Ted) Kennedy Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Everett Cunningham is warranted.
Arvinas, Inc.	05/29/2024	Management	3	Elect Director Briggs Morrison	For	Withhold	Withhold	Withhold	WITHHOLD votes for Briggs Morrison are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee members Briggs Morrison and Edward (Ted) Kennedy Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Everett Cunningham is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Arvinas, Inc.	05/29/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Arvinas, Inc.	05/29/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Asbury Automotive Group, Inc.	05/14/2024	Management	1	Elect Director Thomas J. Reddin	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/14/2024	Management	2	Elect Director Joel Alsfine	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/14/2024	Management	3	Elect Director William D. Fay	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/14/2024	Management	4	Elect Director David W. Hult	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/14/2024	Management	5	Elect Director Juanita T. James	For	For	Withhold	Withhold	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/14/2024	Management	6	Elect Director Philip F. Maritz	For	For	Withhold	Withhold	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/14/2024	Management	7	Elect Director Maureen F. Morrison	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/14/2024	Management	8	Elect Director Bridget Ryan-Berman	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/14/2024	Management	9	Elect Director Hilliard C. Terry, III	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Asbury Automotive Group, Inc.	05/14/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ascent Industries Co.	06/12/2024	Management	1	Elect Director Henry L. Guy	For	Against	Against	Against	Votes AGAINST non-independent nominees Benjamin (Ben) Rosenzweig, Henry Guy and Christopher Hutter are warranted for lack of a majority independent board. Votes AGAINST Henry Guy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Audit Committee members Henry Guy, Aldo Mazzaferro, and John Schauerman are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST Nominating Committee chair Aldo Mazzaferro are warranted for failing to establish gender diversity on the board.
Ascent Industries Co.	06/12/2024	Management	2	Elect Director Christopher G. Hutter	For	For	Against	Against	Votes AGAINST non-independent nominees Benjamin (Ben) Rosenzweig, Henry Guy and Christopher Hutter are warranted for lack of a majority independent board. Votes AGAINST Henry Guy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Audit Committee members Henry Guy, Aldo Mazzaferro, and John Schauerman are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST Nominating Committee chair Aldo Mazzaferro are warranted for failing to establish gender diversity on the board.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ascent Industries Co.	06/12/2024	Management	3	Elect Director Aldo J. Mazzaferro	For	Against	Against	Against	Votes AGAINST non-independent nominees Benjamin (Ben) Rosenzweig, Henry Guy and Christopher Hutter are warranted for lack of a majority independent board. Votes AGAINST Henry Guy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Audit Committee members Henry Guy, Aldo Mazzaferro, and John Schauerma are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST Nominating Committee chair Aldo Mazzaferro are warranted for failing to establish gender diversity on the board.
Ascent Industries Co.	06/12/2024	Management	4	Elect Director Benjamin L. Rosenzweig	For	For	Against	Against	Votes AGAINST non-independent nominees Benjamin (Ben) Rosenzweig, Henry Guy and Christopher Hutter are warranted for lack of a majority independent board. Votes AGAINST Henry Guy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Audit Committee members Henry Guy, Aldo Mazzaferro, and John Schauerma are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST Nominating Committee chair Aldo Mazzaferro are warranted for failing to establish gender diversity on the board.
Ascent Industries Co.	06/12/2024	Management	5	Elect Director John P. Schauerma	For	Against	Against	Against	Votes AGAINST non-independent nominees Benjamin (Ben) Rosenzweig, Henry Guy and Christopher Hutter are warranted for lack of a majority independent board. Votes AGAINST Henry Guy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Audit Committee members Henry Guy, Aldo Mazzaferro, and John Schauerma are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST Nominating Committee chair Aldo Mazzaferro are warranted for failing to establish gender diversity on the board.
Ascent Industries Co.	06/12/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ascent Industries Co.	06/12/2024	Management	7	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ascent Industries Co.	06/12/2024	Management	8	Ratify Moss Adams, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
ASGN Incorporated	06/13/2024	Management	1	Elect Director Joseph W. Dyer	For	For	For	For	A vote FOR all director nominees is warranted.
ASGN Incorporated	06/13/2024	Management	2	Elect Director Carol J. Lindstrom	For	For	For	For	A vote FOR all director nominees is warranted.
ASGN Incorporated	06/13/2024	Management	3	Elect Director Patricia L. Obermaier	For	For	For	For	A vote FOR all director nominees is warranted.
ASGN Incorporated	06/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
ASGN Incorporated	06/13/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ashland Inc.	01/23/2024	Management	1	Elect Director Steven D. Bishop	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	2	Elect Director Sanat Chattopadhyay	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	3	Elect Director Suzan F. Harrison	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	4	Elect Director Wettyen Joseph	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	5	Elect Director Susan L. Main	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	6	Elect Director Guillermo Novo	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ashland Inc.	01/23/2024	Management	7	Elect Director Sergio Pedreiro	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	8	Elect Director Jerome A. Peribere	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	9	Elect Director Janice J. Teal	For	For	Against	Against	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ashland Inc.	01/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Aspen Aerogels, Inc.	05/30/2024	Management	1	Elect Director Rebecca B. Blalock	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Rebecca Blalock given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee James Sweetnam is warranted.
Aspen Aerogels, Inc.	05/30/2024	Management	2	Elect Director James E. Sweetnam	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Rebecca Blalock given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee James Sweetnam is warranted.
Aspen Aerogels, Inc.	05/30/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aspen Aerogels, Inc.	05/30/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the STIP was primarily based on financial metrics, annual incentives paid at maximum in spite of one primary metric being achieved below target and the other primary metric targeting a loss. Further, annual equity grants were entirely time-based. Additionally, the committee cancelled previously granted PRSAs based on the expectation that price hurdles would not be met, and granted time-based retention stock options to all NEOs.
AssetMark Financial Holdings, Inc.	05/20/2024	Management	1	Elect Director Patricia Guinn	For	For	For	For	WITHHOLD votes are warranted for Ying Sun: * as a non-independent director, for failing to establish a board on which a majority of the directors are independent directors; * for serving as a non-independent member of certain key board committees; * for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences; * as a Governance Committee member, (i) due to the continued service to the board of a director who has repeatedly failed to attend at least 75 percent of the board meetings without a disclosed rationale; and (ii) given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AssetMark Financial Holdings, Inc.	05/20/2024	Management	2	Elect Director Ying Sun	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Ying Sun: * as a non-independent director, for failing to establish a board on which a majority of the directors are independent directors; * for serving as a non-independent member of certain key board committees; * for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences; * as a Governance Committee member, (i) due to the continued service to the board of a director who has repeatedly failed to attend at least 75 percent of the board meetings without a disclosed rationale; and (ii) given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
AssetMark Financial Holdings, Inc.	05/20/2024	Management	3	Elect Director Joseph Velli	For	For	For	For	WITHHOLD votes are warranted for Ying Sun: * as a non-independent director, for failing to establish a board on which a majority of the directors are independent directors; * for serving as a non-independent member of certain key board committees; * for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences; * as a Governance Committee member, (i) due to the continued service to the board of a director who has repeatedly failed to attend at least 75 percent of the board meetings without a disclosed rationale; and (ii) given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
AssetMark Financial Holdings, Inc.	05/20/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AssetMark Financial Holdings, Inc.	05/20/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Associated Banc-Corp	04/30/2024	Management	1	Elect Director R. Jay Gerken	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/30/2024	Management	2	Elect Director Judith P. Greffin	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/30/2024	Management	3	Elect Director Michael J. Haddad	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/30/2024	Management	4	Elect Director Andrew J. Harmening	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/30/2024	Management	5	Elect Director Robert A. Jeffe	For	For	Withhold	Withhold	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/30/2024	Management	6	Elect Director Rodney Jones-Tyson	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/30/2024	Management	7	Elect Director Eileen A. Kamerick	For	For	Withhold	Withhold	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Associated Banc-Corp	04/30/2024	Management	8	Elect Director Gale E. Klappa	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/30/2024	Management	9	Elect Director Cory L. Nettles	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/30/2024	Management	10	Elect Director Karen T. van Lith	For	For	Withhold	Withhold	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/30/2024	Management	11	Elect Director John (Jay) B. Williams	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Associated Banc-Corp	04/30/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Associated Banc-Corp	04/30/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Associated Capital Group, Inc.	06/04/2024	Management	1	Elect Director Mario J. Gabelli	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Mario Gabelli and Elisa Wilson for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/04/2024	Management	2	Elect Director Marc Gabelli	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Mario Gabelli and Elisa Wilson for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/04/2024	Management	3	Elect Director Daniel R. Lee	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Mario Gabelli and Elisa Wilson for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Associated Capital Group, Inc.	06/04/2024	Management	4	Elect Director Bruce M. Lisman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Mario Gabelli and Elisa Wilson for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/04/2024	Management	5	Elect Director Frederic V. Salerno	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Mario Gabelli and Elisa Wilson for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/04/2024	Management	6	Elect Director Salvatore F. Sodano	For	For	For	For	WITHHOLD votes are warranted for Mario Gabelli and Elisa Wilson for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/04/2024	Management	7	Elect Director Elisa M. Wilson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Mario Gabelli and Elisa Wilson for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/04/2024	Management	8	Elect Director Douglas R. Jamieson	For	For	For	For	WITHHOLD votes are warranted for Mario Gabelli and Elisa Wilson for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Associated Capital Group, Inc.	06/04/2024	Management	9	Elect Director Richard T. Prins	For	For	For	For	WITHHOLD votes are warranted for Mario Gabelli and Elisa Wilson for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/04/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Associated Capital Group, Inc.	06/04/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Assurant, Inc.	05/23/2024	Management	1	Elect Director Elaine D. Rosen	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	2	Elect Director Paget L. Alves	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	3	Elect Director Rajiv Basu	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	4	Elect Director Braxton J. Carter	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	5	Elect Director Keith W. Demmings	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	6	Elect Director Harriet Edelman	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	7	Elect Director Sari Granat	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	8	Elect Director Lawrence V. Jackson	For	For	Against	Against	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	9	Elect Director Debra J. Perry	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	10	Elect Director Ognjen (Ogi) Redzic	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	11	Elect Director Paul J. Reilly	For	For	Against	Against	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Assurant, Inc.	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Assured Guaranty Ltd.	05/02/2024	Management	1	Elect Director Mark C. Batten	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	2	Elect Director Francisco L. Borges	For	For	Against	Against	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	3	Elect Director Dominic J. Frederico	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	4	Elect Director Bonnie L. Howard	For	For	Against	Against	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	5	Elect Director Thomas W. Jones	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	6	Elect Director Alan J. Kreczko	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	7	Elect Director Yukiko Omura	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	8	Elect Director Lorin P.T. Radtke	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	9	Elect Director Courtney C. Shea	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Assured Guaranty Ltd.	05/02/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Assured Guaranty Ltd.	05/02/2024	Management	12	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Assured Guaranty Ltd.	05/02/2024	Management	13	Elect Robert A. Bailenson as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	14	Elect Gary Burnet as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	15	Elect Ling Chow as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	16	Elect Stephen Donnarumma as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	17	Elect Dominic J. Frederico as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	18	Elect Darrin Futter as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	19	Elect Jorge A. Gana as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	20	Elect Holly L. Horn as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	21	Elect Benjamin Rosenblum as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	22	Elect Walter A. Scott as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Assured Guaranty Ltd.	05/02/2024	Management	23	Ratify PricewaterhouseCoopers LLP as Auditor of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR this proposal to ratify the subsidiary's auditor is warranted.
Astec Industries, Inc.	04/25/2024	Management	1	Elect Director Mark J. Gliebe	For	For	For	For	WITHHOLD votes for Jeffrey Jackson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Astec Industries, Inc.	04/25/2024	Management	2	Elect Director James Winford	For	For	For	For	WITHHOLD votes for Jeffrey Jackson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Astec Industries, Inc.	04/25/2024	Management	3	Elect Director Jeffrey T. Jackson	For	For	Withhold	Withhold	WITHHOLD votes for Jeffrey Jackson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Astec Industries, Inc.	04/25/2024	Management	4	Elect Director Patrick S. Shannon	For	For	For	For	WITHHOLD votes for Jeffrey Jackson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Astec Industries, Inc.	04/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Astec Industries, Inc.	04/25/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Astrana Health, Inc.	06/12/2024	Management	1	Elect Director Kenneth Sim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Sim, J. Lorraine Estradas, Thomas Lam, Linda Marsh and David Schmidt are warranted for lack of a majority independent board. WITHHOLD votes for David Schmidt are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Astrana Health, Inc.	06/12/2024	Management	2	Elect Director Thomas S. Lam	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Sim, J. Lorraine Estradas, Thomas Lam, Linda Marsh and David Schmidt are warranted for lack of a majority independent board. WITHHOLD votes for David Schmidt are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Astrana Health, Inc.	06/12/2024	Management	3	Elect Director Mitchell W. Kitayama	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Sim, J. Lorraine Estradas, Thomas Lam, Linda Marsh and David Schmidt are warranted for lack of a majority independent board. WITHHOLD votes for David Schmidt are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Astrana Health, Inc.	06/12/2024	Management	4	Elect Director David G. Schmidt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Sim, J. Lorraine Estradas, Thomas Lam, Linda Marsh and David Schmidt are warranted for lack of a majority independent board. WITHHOLD votes for David Schmidt are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Astrana Health, Inc.	06/12/2024	Management	5	Elect Director Linda Marsh	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Sim, J. Lorraine Estradas, Thomas Lam, Linda Marsh and David Schmidt are warranted for lack of a majority independent board. WITHHOLD votes for David Schmidt are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Astrana Health, Inc.	06/12/2024	Management	6	Elect Director John Chiang	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Sim, J. Lorraine Estradas, Thomas Lam, Linda Marsh and David Schmidt are warranted for lack of a majority independent board. WITHHOLD votes for David Schmidt are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Astrana Health, Inc.	06/12/2024	Management	7	Elect Director Matthew Mazdyasni	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Sim, J. Lorraine Estradas, Thomas Lam, Linda Marsh and David Schmidt are warranted for lack of a majority independent board. WITHHOLD votes for David Schmidt are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Astrana Health, Inc.	06/12/2024	Management	8	Elect Director J. Lorraine Estradas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Sim, J. Lorraine Estradas, Thomas Lam, Linda Marsh and David Schmidt are warranted for lack of a majority independent board. WITHHOLD votes for David Schmidt are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Astrana Health, Inc.	06/12/2024	Management	9	Elect Director Weili Dai	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Sim, J. Lorraine Estradas, Thomas Lam, Linda Marsh and David Schmidt are warranted for lack of a majority independent board. WITHHOLD votes for David Schmidt are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Astrana Health, Inc.	06/12/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Astrana Health, Inc.	06/12/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Astrana Health, Inc.	06/12/2024	Management	12	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Astrana Health, Inc.	06/12/2024	Management	13	Amend Certificate of Incorporation to Limit the Liability of Officers for Monetary Damages	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Astronics Corporation	05/08/2024	Management	1	Elect Director Robert T. Brady	For	For	Withhold	Withhold	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Warren Johnson, Robert Keane, Mark Moran, and Linda O'Brien for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/08/2024	Management	2	Elect Director Jeffrey D. Frisby	For	For	For	For	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Warren Johnson, Robert Keane, Mark Moran, and Linda O'Brien for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/08/2024	Management	3	Elect Director Peter J. Gundermann	For	For	For	For	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Warren Johnson, Robert Keane, Mark Moran, and Linda O'Brien for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/08/2024	Management	4	Elect Director Warren C. Johnson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Warren Johnson, Robert Keane, Mark Moran, and Linda O'Brien for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/08/2024	Management	5	Elect Director Robert S. Keane	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Warren Johnson, Robert Keane, Mark Moran, and Linda O'Brien for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Astronics Corporation	05/08/2024	Management	6	Elect Director Neil Y. Kim	For	For	For	For	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Warren Johnson, Robert Keane, Mark Moran, and Linda O'Brien for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/08/2024	Management	7	Elect Director Mark Moran	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Warren Johnson, Robert Keane, Mark Moran, and Linda O'Brien for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/08/2024	Management	8	Elect Director Linda G. O'Brien	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Warren Johnson, Robert Keane, Mark Moran, and Linda O'Brien for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/08/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AstroNova, Inc.	06/11/2024	Management	1	Elect Director Alexis P. Michas	For	For	For	For	WITHHOLD votes for Mitchell (Mitch) Quain are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/11/2024	Management	2	Elect Director Mitchell I. Quain	For	For	Withhold	Withhold	WITHHOLD votes for Mitchell (Mitch) Quain are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/11/2024	Management	3	Elect Director Yvonne E. Schlaeppi	For	For	For	For	WITHHOLD votes for Mitchell (Mitch) Quain are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/11/2024	Management	4	Elect Director Richard S. Warzala	For	For	For	For	WITHHOLD votes for Mitchell (Mitch) Quain are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/11/2024	Management	5	Elect Director Gregory A. Woods	For	For	For	For	WITHHOLD votes for Mitchell (Mitch) Quain are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/11/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
AstroNova, Inc.	06/11/2024	Management	7	Ratify Wolf & Company, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Asure Software, Inc.	05/20/2024	Management	1	Elect Director Benjamin Allen	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/20/2024	Management	2	Elect Director W. Carl Drew	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/20/2024	Management	3	Elect Director Daniel Gill	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/20/2024	Management	4	Elect Director Patrick Goepel	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/20/2024	Management	5	Elect Director Grace Lee	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/20/2024	Management	6	Elect Director Bradford Oberwager	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/20/2024	Management	7	Elect Director Bjorn Reynolds	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/20/2024	Management	8	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Asure Software, Inc.	05/20/2024	Management	9	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Asure Software, Inc.	05/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
ATI, Inc.	05/16/2024	Management	1	Elect Director Herbert J. Carlisle	For	For	For	For	A vote FOR all director nominees is warranted.
ATI, Inc.	05/16/2024	Management	2	Elect Director David P. Hess	For	For	For	For	A vote FOR all director nominees is warranted.
ATI, Inc.	05/16/2024	Management	3	Elect Director Marianne Kah	For	For	For	For	A vote FOR all director nominees is warranted.
ATI, Inc.	05/16/2024	Management	4	Elect Director Ruby Sharma	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ATI, Inc.	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ATI, Inc.	05/16/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atkore, Inc.	01/30/2024	Management	1	Elect Director B. Joanne Edwards	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore, Inc.	01/30/2024	Management	2	Elect Director Jeri L. Isbell	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore, Inc.	01/30/2024	Management	3	Elect Director Wilbert W. James, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore, Inc.	01/30/2024	Management	4	Elect Director Justin A. Kershaw	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore, Inc.	01/30/2024	Management	5	Elect Director Scott H. Muse	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore, Inc.	01/30/2024	Management	6	Elect Director Michael V. Schrock	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore, Inc.	01/30/2024	Management	7	Elect Director William E. Waltz, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore, Inc.	01/30/2024	Management	8	Elect Director Betty R. Wynn	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore, Inc.	01/30/2024	Management	9	Elect Director A. Mark Zeffiro	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore, Inc.	01/30/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Atkore, Inc.	01/30/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atlanta Braves Holdings, Inc.	06/10/2024	Management	1	Elect Director Brian M. Deevy	For	For	For	For	A vote FOR this director is warranted.
Atlanta Braves Holdings, Inc.	06/10/2024	Management	2	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Atlanta Braves Holdings, Inc.	06/10/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted because: * The company has change in control arrangements with executives that contain an excessive severance payout basis; * Equity awards allow for auto-accelerated vesting upon a change in control; * Equity awards to the CEO lack any performance-contingent pay elements; and * The company has legacy arrangements allowing for multi-year guaranteed time-based equity awards.
Atlanta Braves Holdings, Inc.	06/10/2024	Management	4	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Atlantic American Corporation	05/06/2024	Management	1	Elect Director Hilton H. Howell, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Robin Howell and Scott Thompson are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	05/06/2024	Management	2	Elect Director Robin R. Howell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Robin Howell and Scott Thompson are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	05/06/2024	Management	3	Elect Director Mark E. Preisinger	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Robin Howell and Scott Thompson are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	05/06/2024	Management	4	Elect Director Joseph M. Scheerer	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Robin Howell and Scott Thompson are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	05/06/2024	Management	5	Elect Director Scott G. Thompson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Robin Howell and Scott Thompson are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	05/06/2024	Management	6	Elect Director D. Keehn Wheeler	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Robin Howell and Scott Thompson are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	05/06/2024	Management	7	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Atlantic Union Bankshares Corporation	05/07/2024	Management	1	Elect Director Nancy Howell Agee	For	For	For	For	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	2	Elect Director John C. Asbury	For	For	For	For	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	3	Elect Director Patrick E. Corbin	For	For	For	For	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	4	Elect Director Rilla S. Delorier	For	For	For	For	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	5	Elect Director Frank Russell Ellett	For	For	For	For	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	6	Elect Director Paul Engola	For	For	For	For	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	7	Elect Director Donald R. Kimble	For	For	For	For	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	8	Elect Director Patrick J. McCann	For	For	Against	Against	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	9	Elect Director Michelle A. O'Hara	For	For	For	For	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	10	Elect Director Linda V. Schreiner	For	For	Against	Against	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	11	Elect Director Joel R. Shepherd	For	For	For	For	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	12	Elect Director Ronald L. Tillett	For	For	For	For	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	13	Elect Director Keith L. Wampler	For	For	For	For	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	14	Elect Director F. Blair Wimbush	For	For	For	For	Votes AGAINST Patrick (Pat) McCann and Linda Schreiner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/07/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atlantic Union Bankshares Corporation	05/07/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Atlanticus Holdings Corporation	05/07/2024	Management	1	Elect Director David G. Hanna	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones and Mack Mattingly are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by the executive chairman. In the absence of a say-on-pay proposal on the ballot, WITHHOLD votes for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly are warranted, for continuously providing excessive perquisites to a certain NEO.
Atlanticus Holdings Corporation	05/07/2024	Management	2	Elect Director Denise M. Harrod	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones and Mack Mattingly are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by the executive chairman. In the absence of a say-on-pay proposal on the ballot, WITHHOLD votes for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly are warranted, for continuously providing excessive perquisites to a certain NEO.
Atlanticus Holdings Corporation	05/07/2024	Management	3	Elect Director Jeffrey A. Howard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones and Mack Mattingly are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by the executive chairman. In the absence of a say-on-pay proposal on the ballot, WITHHOLD votes for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly are warranted, for continuously providing excessive perquisites to a certain NEO.

# B.1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Atlanticus Holdings Corporation	05/07/2024	Management	4	Elect Director Deal W. Hudson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones and Mack Mattingly are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by the executive chairman. In the absence of a say-on-pay proposal on the ballot, WITHHOLD votes for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly are warranted, for continuously providing excessive perquisites to a certain NEO.
Atlanticus Holdings Corporation	05/07/2024	Management	5	Elect Director Dennis H. James, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones and Mack Mattingly are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by the executive chairman. In the absence of a say-on-pay proposal on the ballot, WITHHOLD votes for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly are warranted, for continuously providing excessive perquisites to a certain NEO.
Atlanticus Holdings Corporation	05/07/2024	Management	6	Elect Director Joann G. Jones	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones and Mack Mattingly are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by the executive chairman. In the absence of a say-on-pay proposal on the ballot, WITHHOLD votes for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly are warranted, for continuously providing excessive perquisites to a certain NEO.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Atlantius Holdings Corporation	05/07/2024	Management	7	Elect Director Mack F. Mattingly	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones and Mack Mattingly are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by the executive chairman. In the absence of a say-on-pay proposal on the ballot, WITHHOLD votes for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly are warranted, for continuously providing excessive perquisites to a certain NEO.
ATN International, Inc.	06/18/2024	Management	1	Elect Director Bernard J. Bulkin	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/18/2024	Management	2	Elect Director Richard J. Ganong	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/18/2024	Management	3	Elect Director April V. Henry	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/18/2024	Management	4	Elect Director Derek G. Hudson	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/18/2024	Management	5	Elect Director Patricia A. Jacobs	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/18/2024	Management	6	Elect Director Pamela F. Lenehan	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/18/2024	Management	7	Elect Director Brad W. Martin	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/18/2024	Management	8	Elect Director Michael T. Prior	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/18/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ATN International, Inc.	06/18/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AtriCure, Inc.	05/13/2024	Management	1	Elect Director Michael H. Carrel	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/13/2024	Management	2	Elect Director Regina E. Groves	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/13/2024	Management	3	Elect Director B. Kristine Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/13/2024	Management	4	Elect Director Shlomo Nachman	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/13/2024	Management	5	Elect Director Karen N. Prange	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/13/2024	Management	6	Elect Director Deborah H. Telman	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/13/2024	Management	7	Elect Director Sven A. Wehrwein	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/13/2024	Management	8	Elect Director Robert S. White	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/13/2024	Management	9	Elect Director Maggie Yuen	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/13/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AtriCure, Inc.	05/13/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
AtriCure, Inc.	05/13/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AtriCure, Inc.	05/13/2024	Management	13	Amend Certificate of Incorporation to Limit the Personal Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Aura Biosciences, Inc.	06/20/2024	Management	1	Elect Director Antony Mattessich	For	Withhold	Withhold	Withhold	WITHHOLD votes for Sapna Srivastava are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee member Antony Mattessich are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for incumbent director nominees Antony Mattessich and Sapna Srivastava are warranted due to concerns regarding the company's compensation practices.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aura Biosciences, Inc.	06/20/2024	Management	2	Elect Director Sapna Srivastava	For	For	Withhold	Withhold	WITHHOLD votes for Sapna Srivastava are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee member Antony Mattessich are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for incumbent director nominees Antony Mattessich and Sapna Srivastava are warranted due to concerns regarding the company's compensation practices.
Aura Biosciences, Inc.	06/20/2024	Management	3	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Aura Biosciences, Inc.	06/20/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Autoliv, Inc.	05/10/2024	Management	1	Elect Director Mikael Bratt	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/10/2024	Management	2	Elect Director Laurie Brlas	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/10/2024	Management	3	Elect Director Jan Carlson	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/10/2024	Management	4	Elect Director Hasse Johansson	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/10/2024	Management	5	Elect Director Leif Johansson	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/10/2024	Management	6	Elect Director Franz-Josef Kortum	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/10/2024	Management	7	Elect Director Frederic Lissalde	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/10/2024	Management	8	Elect Director Xiaozhi Liu	For	For	Withhold	Withhold	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/10/2024	Management	9	Elect Director Gustav Lundgren	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/10/2024	Management	10	Elect Director Martin Lundstedt	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/10/2024	Management	11	Elect Director Thaddeus J. "Ted" Senko	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Autoliv, Inc.	05/10/2024	Management	13	Ratify Ernst & Young AB as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AutoNation, Inc.	04/24/2024	Management	1	Elect Director Rick L. Burdick	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Travisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AutoNation, Inc.	04/24/2024	Management	2	Elect Director David B. Edelson	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Trivisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/24/2024	Management	3	Elect Director Robert R. Grusky	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Trivisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/24/2024	Management	4	Elect Director Norman K. Jenkins	For	For	For	For	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Trivisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/24/2024	Management	5	Elect Director Lisa Lutoff-Perlo	For	For	For	For	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Trivisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/24/2024	Management	6	Elect Director Michael Manley	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Trivisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/24/2024	Management	7	Elect Director G. Mike Mikan	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Trivisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AutoNation, Inc.	04/24/2024	Management	8	Elect Director Jacqueline A. Travisano	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Travisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/24/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AutoNation, Inc.	04/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
AutoNation, Inc.	04/24/2024	Management	11	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
AutoNation, Inc.	04/24/2024	Management	12	Approve Non-Employee Director Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.
AutoNation, Inc.	04/24/2024	Shareholder	13	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's political contributions could help shareholders more comprehensively evaluate the company's management of related risks and benefits.
Avanos Medical, Inc.	04/25/2024	Management	1	Elect Director Gary D. Blackford	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/25/2024	Management	2	Elect Director Lisa Egbonu-Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/25/2024	Management	3	Elect Director Patrick J. O'Leary	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/25/2024	Management	4	Elect Director Julie Shimer	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/25/2024	Management	5	Elect Director Joseph F. Woody	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/25/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avanos Medical, Inc.	04/25/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
AvePoint, Inc.	05/07/2024	Management	1	Elect Director Xunkai Gong	For	For	For	For	WITHHOLD votes are warranted for Jeffrey (Jeff) Teper given the: * As Audit Committee member, persistence of material weaknesses in the company's internal controls over multiple years; and * As Governance Committee member, board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes FOR Xunkai Gong are warranted.
AvePoint, Inc.	05/07/2024	Management	2	Elect Director Jeff Teper	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Jeffrey (Jeff) Teper given the: * As Audit Committee member, persistence of material weaknesses in the company's internal controls over multiple years; and * As Governance Committee member, board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes FOR Xunkai Gong are warranted.
AvePoint, Inc.	05/07/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
AvePoint, Inc.	05/07/2024	Management	4	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AvePoint, Inc.	05/07/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
AvePoint, Inc.	05/07/2024	Management	6	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Avidity Biosciences, Inc.	06/13/2024	Management	1	Elect Director Carsten Boess	For	Withhold	Withhold	Withhold	WITHHOLD votes for Troy Wilson are also warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of governance committee members on the ballot, WITHHOLD votes for incumbent director nominees Troy Wilson, Sarah Boyce, and Carsten Boess are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Avidity Biosciences, Inc.	06/13/2024	Management	2	Elect Director Sarah Boyce	For	Withhold	Withhold	Withhold	WITHHOLD votes for Troy Wilson are also warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of governance committee members on the ballot, WITHHOLD votes for incumbent director nominees Troy Wilson, Sarah Boyce, and Carsten Boess are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Avidity Biosciences, Inc.	06/13/2024	Management	3	Elect Director Troy Wilson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Troy Wilson are also warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of governance committee members on the ballot, WITHHOLD votes for incumbent director nominees Troy Wilson, Sarah Boyce, and Carsten Boess are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Avidity Biosciences, Inc.	06/13/2024	Management	4	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avidity Biosciences, Inc.	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company utilizes above-median benchmarking for executive compensation; * There is lack of performance metrics for long-term awards granted in the most recent fiscal year; and * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
AvidXchange Holdings, Inc.	06/20/2024	Management	1	Elect Director Michael Praeger	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Teresa Mackintosh given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes FOR the remaining nominees are warranted.
AvidXchange Holdings, Inc.	06/20/2024	Management	2	Elect Director Teresa Mackintosh	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Teresa Mackintosh given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes FOR the remaining nominees are warranted.
AvidXchange Holdings, Inc.	06/20/2024	Management	3	Elect Director Arthur J. Rubado	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Teresa Mackintosh given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes FOR the remaining nominees are warranted.
AvidXchange Holdings, Inc.	06/20/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
AvidXchange Holdings, Inc.	06/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Avient Corporation	05/16/2024	Management	1	Elect Director Robert E. Abernathy	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff, Sandra Lin and William (Bill) Wulfsohn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Avient Corporation	05/16/2024	Management	2	Elect Director Richard H. Fearon	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff, Sandra Lin and William (Bill) Wulfsohn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/16/2024	Management	3	Elect Director Gregory J. Goff	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff, Sandra Lin and William (Bill) Wulfsohn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/16/2024	Management	4	Elect Director Neil Green	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff, Sandra Lin and William (Bill) Wulfsohn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/16/2024	Management	5	Elect Director William R. Jellison	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff, Sandra Lin and William (Bill) Wulfsohn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/16/2024	Management	6	Elect Director Ashish K. Khandpur	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff, Sandra Lin and William (Bill) Wulfsohn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/16/2024	Management	7	Elect Director Sandra Beach Lin	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff, Sandra Lin and William (Bill) Wulfsohn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/16/2024	Management	8	Elect Director Kim Ann Mink	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff, Sandra Lin and William (Bill) Wulfsohn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/16/2024	Management	9	Elect Director Ernest Nicolas	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff, Sandra Lin and William (Bill) Wulfsohn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/16/2024	Management	10	Elect Director Kerry J. Preete	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff, Sandra Lin and William (Bill) Wulfsohn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/16/2024	Management	11	Elect Director Patricia Verduin	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff, Sandra Lin and William (Bill) Wulfsohn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/16/2024	Management	12	Elect Director William A. Wulfsohn	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff, Sandra Lin and William (Bill) Wulfsohn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Avient Corporation	05/16/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avis Budget Group, Inc.	05/22/2024	Management	1	Elect Director Bernardo Hees	For	For	Against	Against	Votes AGAINST non-independent nominees Jagdeep Pahwa, Lynn Krominga and Bernardo Hees are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Lynn Krominga, Anu Hariharan, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Avis Budget Group, Inc.	05/22/2024	Management	2	Elect Director Jagdeep Pahwa	For	For	Against	Against	Votes AGAINST non-independent nominees Jagdeep Pahwa, Lynn Krominga and Bernardo Hees are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Lynn Krominga, Anu Hariharan, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/22/2024	Management	3	Elect Director Anu Hariharan	For	For	For	For	Votes AGAINST non-independent nominees Jagdeep Pahwa, Lynn Krominga and Bernardo Hees are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Lynn Krominga, Anu Hariharan, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/22/2024	Management	4	Elect Director Lynn Krominga	For	For	Against	Against	Votes AGAINST non-independent nominees Jagdeep Pahwa, Lynn Krominga and Bernardo Hees are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Lynn Krominga, Anu Hariharan, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/22/2024	Management	5	Elect Director Glenn Lurie	For	For	For	For	Votes AGAINST non-independent nominees Jagdeep Pahwa, Lynn Krominga and Bernardo Hees are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Lynn Krominga, Anu Hariharan, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/22/2024	Management	6	Elect Director Karthik Sarma	For	For	For	For	Votes AGAINST non-independent nominees Jagdeep Pahwa, Lynn Krominga and Bernardo Hees are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Lynn Krominga, Anu Hariharan, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/22/2024	Management	7	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Avis Budget Group, Inc.	05/22/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Avista Corporation	05/01/2024	Management	1	Elect Director Julie A. Bentz	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/01/2024	Management	2	Elect Director Donald C. Burke	For	For	Against	Against	Votes AGAINST Donald Burke, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Avista Corporation	05/01/2024	Management	3	Elect Director Kevin B. Jacobsen	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/01/2024	Management	4	Elect Director Rebecca A. Klein	For	For	Against	Against	Votes AGAINST Donald Burke, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/01/2024	Management	5	Elect Director Sena M. Kwawu	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/01/2024	Management	6	Elect Director Scott H. Maw	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/01/2024	Management	7	Elect Director Scott L. Morris	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/01/2024	Management	8	Elect Director Jeffrey L. Philipps	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/01/2024	Management	9	Elect Director Heidi B. Stanley	For	For	Against	Against	Votes AGAINST Donald Burke, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/01/2024	Management	10	Elect Director Dennis P. Vermillion	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/01/2024	Management	11	Elect Director Janet D. Widmann	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/01/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avista Corporation	05/01/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Aware, Inc.	01/17/2024	Management	1	Approve Stock Option Exchange Program	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the proposed exchange program includes executive officers as eligible participants, which runs counter to a pay-for-performance practice.
Aware, Inc.	01/17/2024	Management	2	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.38 percent is excessive.
Aware, Inc.	06/07/2024	Management	1	Elect Director Gary Eevee	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Brian Connolly are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Brian Connolly and Gary Eevee are warranted for the board's failure to sufficiently address the majority withhold votes with respect to the election of Peter Faubert at last year's annual meeting. WITHHOLD votes for Nominating Committee chairman Gary Eevee are warranted for failing to establish gender diversity on the board.
Aware, Inc.	06/07/2024	Management	2	Elect Director Brian D. Connolly	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Brian Connolly are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Brian Connolly and Gary Eevee are warranted for the board's failure to sufficiently address the majority withhold votes with respect to the election of Peter Faubert at last year's annual meeting. WITHHOLD votes for Nominating Committee chairman Gary Eevee are warranted for failing to establish gender diversity on the board.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aware, Inc.	06/07/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Aware, Inc.	06/07/2024	Management	4	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axalta Coating Systems Ltd.	06/06/2024	Management	1	Elect Director Jan A. Bertsch	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	2	Elect Director William M. Cook	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	3	Elect Director Tyrone M. Jordan	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	4	Elect Director Deborah J. Kissire	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	5	Elect Director Rakesh Sachdev	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	6	Elect Director Samuel L. Smolik	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	7	Elect Director Kevin M. Stein	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	8	Elect Director Chris Villavarayan	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	9	Elect Director Mary S. Zappone	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	10	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axalta Coating Systems Ltd.	06/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Axis Capital Holdings Limited	05/16/2024	Management	1	Elect Director Charles Davis	For	For	For	For	A vote FOR the director nominees is warranted.
Axis Capital Holdings Limited	05/16/2024	Management	2	Elect Director Elanor Hardwick	For	For	For	For	A vote FOR the director nominees is warranted.
Axis Capital Holdings Limited	05/16/2024	Management	3	Elect Director Axel Theis	For	For	For	For	A vote FOR the director nominees is warranted.
Axis Capital Holdings Limited	05/16/2024	Management	4	Elect Director Barbara Yastine	For	For	For	For	A vote FOR the director nominees is warranted.
Axis Capital Holdings Limited	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Axis Capital Holdings Limited	05/16/2024	Management	6	Approve Deloitte Ltd., Hamilton, Bermuda as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axogen, Inc.	06/05/2024	Management	1	Elect Director Karen Zaderej	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Axogen, Inc.	06/05/2024	Management	2	Elect Director Amy Wendell	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Axogen, Inc.	06/05/2024	Management	3	Elect Director William Burke	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Axogen, Inc.	06/05/2024	Management	4	Elect Director John H. Johnson	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Axogen, Inc.	06/05/2024	Management	5	Elect Director Alan Levine	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Axogen, Inc.	06/05/2024	Management	6	Elect Director Guido Neels	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Axogen, Inc.	06/05/2024	Management	7	Elect Director Paul Thomas	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Axogen, Inc.	06/05/2024	Management	8	Elect Director Joseph Tyndall	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Axogen, Inc.	06/05/2024	Management	9	Elect Director Kathy Weiler	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Axogen, Inc.	06/05/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Axogen, Inc.	06/05/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Axogen, Inc.	06/05/2024	Management	12	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.21 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Axonics, Inc.	03/22/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted, given the premium to the one-year high, the downside risk of non-approval, and the cash form of consideration, which provides certainty of value and liquidity to AXNX shareholders.
Axonics, Inc.	03/22/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, while outstanding equity awards will accelerate vesting upon the merger, PSUs will vest at the greater of target or actual performance.
Axonics, Inc.	03/22/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
AXT, Inc.	05/16/2024	Management	1	Elect Director Jesse Chen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jesse Chen are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.
AXT, Inc.	05/16/2024	Management	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AXT, Inc.	05/16/2024	Management	3	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AXT, Inc.	05/16/2024	Management	4	Ratify BPM LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Azenta, Inc.	01/30/2024	Management	1	Elect Director Edward P. Bousa	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	2	Elect Director Frank E. Casal	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	3	Elect Director Robyn C. Davis	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	4	Elect Director Didier Hirsch	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	5	Elect Director Martin Madaus	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	6	Elect Director Erica J. McLaughlin	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	7	Elect Director Tina S. Nova	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	8	Elect Director Michael Rosenblatt	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	9	Elect Director Stephen S. Schwartz	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	10	Elect Director Ellen M. Zane *Withdrawn*					
Azenta, Inc.	01/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Azenta, Inc.	01/30/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Azenta, Inc.	01/30/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Balchem Corporation	06/20/2024	Management	1	Elect Director Daniel Knutson	For	For	For	For	A vote FOR all director nominees is warranted.
Balchem Corporation	06/20/2024	Management	2	Elect Director Joyce Lee	For	For	For	For	A vote FOR all director nominees is warranted.
Balchem Corporation	06/20/2024	Management	3	Elect Director Olivier Rigaud	For	For	For	For	A vote FOR all director nominees is warranted.
Balchem Corporation	06/20/2024	Management	4	Elect Director Monica Vicente	For	For	For	For	A vote FOR all director nominees is warranted.
Balchem Corporation	06/20/2024	Management	5	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Balchem Corporation	06/20/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bally's Corporation	05/16/2024	Management	1	Elect Director Terrence Downey	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Terrence Downey, Jaymin Patel, and Wanda Wilson due to unclear attendance disclosure and potentially poor attendance. WITHHOLD votes are warranted for Governance Committee member Terrence Downey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Bally's Corporation	05/16/2024	Management	2	Elect Director Jaymin B. Patel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Terrence Downey, Jaymin Patel, and Wanda Wilson due to unclear attendance disclosure and potentially poor attendance. WITHHOLD votes are warranted for Governance Committee member Terrence Downey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Bally's Corporation	05/16/2024	Management	3	Elect Director Wanda Young Wilson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Terrence Downey, Jaymin Patel, and Wanda Wilson due to unclear attendance disclosure and potentially poor attendance. WITHHOLD votes are warranted for Governance Committee member Terrence Downey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Bally's Corporation	05/16/2024	Management	4	Ratify Deloitte & Touche, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bally's Corporation	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Bally's Corporation	05/16/2024	Shareholder	6	Report on Potential Cost Savings Through Adoption of a Smokefree Policy	Against	For	For	For	A vote FOR this proposal is warranted, as greater disclosure around the potential cost savings associated with a nonsmoking policy would allow shareholders to better evaluate the costs and benefits associated with the company's current approach.
Banc of California, Inc.	05/09/2024	Management	1	Elect Director James A. "Conan" Barker	For	For	Against	Against	Votes AGAINST incumbent Audit Committee members James (Conan) Barker, Richard (Rich) Lashley, Joseph Rice and Vania Schlogel are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Banc of California, Inc.	05/09/2024	Management	2	Elect Director Paul R. Burke	For	For	For	For	Votes AGAINST incumbent Audit Committee members James (Conan) Barker, Richard (Rich) Lashley, Joseph Rice and Vania Schlogel are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Banc of California, Inc.	05/09/2024	Management	3	Elect Director Mary A. Curran	For	For	For	For	Votes AGAINST incumbent Audit Committee members James (Conan) Barker, Richard (Rich) Lashley, Joseph Rice and Vania Schlogel are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Banc of California, Inc.	05/09/2024	Management	4	Elect Director John M. Eggemeyer	For	For	For	For	Votes AGAINST incumbent Audit Committee members James (Conan) Barker, Richard (Rich) Lashley, Joseph Rice and Vania Schlogel are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Banc of California, Inc.	05/09/2024	Management	5	Elect Director Shannon F. Eusey	For	For	For	For	Votes AGAINST incumbent Audit Committee members James (Conan) Barker, Richard (Rich) Lashley, Joseph Rice and Vania Schlogel are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Banc of California, Inc.	05/09/2024	Management	6	Elect Director Richard J. Lashley	For	For	Against	Against	Votes AGAINST incumbent Audit Committee members James (Conan) Barker, Richard (Rich) Lashley, Joseph Rice and Vania Schlogel are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Banc of California, Inc.	05/09/2024	Management	7	Elect Director Susan E. Lester	For	For	For	For	Votes AGAINST incumbent Audit Committee members James (Conan) Barker, Richard (Rich) Lashley, Joseph Rice and Vania Schlogel are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Banc of California, Inc.	05/09/2024	Management	8	Elect Director Joseph J. Rice	For	For	Against	Against	Votes AGAINST incumbent Audit Committee members James (Conan) Barker, Richard (Rich) Lashley, Joseph Rice and Vania Schlogel are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Banc of California, Inc.	05/09/2024	Management	9	Elect Director Todd Schell	For	For	For	For	Votes AGAINST incumbent Audit Committee members James (Conan) Barker, Richard (Rich) Lashley, Joseph Rice and Vania Schlogel are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Banc of California, Inc.	05/09/2024	Management	10	Elect Director Vania E. Schlogel	For	For	Against	Against	Votes AGAINST incumbent Audit Committee members James (Conan) Barker, Richard (Rich) Lashley, Joseph Rice and Vania Schlogel are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Banc of California, Inc.	05/09/2024	Management	11	Elect Director Andrew Thau	For	For	For	For	Votes AGAINST incumbent Audit Committee members James (Conan) Barker, Richard (Rich) Lashley, Joseph Rice and Vania Schlogel are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Banc of California, Inc.	05/09/2024	Management	12	Elect Director Jared M. Wolff	For	For	For	For	Votes AGAINST incumbent Audit Committee members James (Conan) Barker, Richard (Rich) Lashley, Joseph Rice and Vania Schlogel are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Banc of California, Inc.	05/09/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
BancFirst Corporation	05/23/2024	Management	1	Elect Director F. Ford Drummond	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	2	Elect Director Joseph Ford	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	3	Elect Director Joe R. Goyne	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BancFirst Corporation	05/23/2024	Management	4	Elect Director David R. Harlow	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	5	Elect Director Mautra Staley Jones	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	6	Elect Director Bill G. Lance	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	7	Elect Director Dave R. Lopez	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	8	Elect Director William Scott Martin	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	9	Elect Director Tom H. McCasland, III	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	10	Elect Director David E. Rainbolt	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BancFirst Corporation	05/23/2024	Management	11	Elect Director Leslie J. Rainbolt	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	12	Elect Director Robin Roberson	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	13	Elect Director Darryl W. Schmidt	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	14	Elect Director Natalie Shirley	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	15	Elect Director Michael K. Wallace	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	16	Elect Director Gregory G. Wedel	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/23/2024	Management	17	Elect Director G. Rainey Williams, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., F. Ford Drummond, Joe Goyne, David (Dave) Lopez, Tom McCasland III, Leslie Rainbolt, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, David (Dave) Lopez, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BancFirst Corporation	05/23/2024	Management	18	Amend Deferred Compensation Plan	For	For	For	For	A vote FOR this proposal is warranted. Although the plan reserves additional shares for issuance, the proposal does not result in voting power dilution given that grants of common shares would be in lieu of director fees on a value for value basis. Paying directors a portion of their compensation in stock would align their interest with those of shareholders.
BancFirst Corporation	05/23/2024	Management	19	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BancFirst Corporation	05/23/2024	Management	20	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Bandwidth Inc.	05/23/2024	Management	1	Elect Director Brian D. Bailey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Brian Bailey are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Brian Bailey are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Brian Bailey and Lukas Roush are warranted (i) given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights; and (ii) for lack of diversity on the board. WITHHOLD votes for Compensation Committee members Brian Bailey and Lukas Roush are warranted as the company recently materially amended the CEO's employment agreement, which provides for problematic modified-single trigger cash severance.
Bandwidth Inc.	05/23/2024	Management	2	Elect Director Lukas M. Roush	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Brian Bailey are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Brian Bailey are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Brian Bailey and Lukas Roush are warranted (i) given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights; and (ii) for lack of diversity on the board. WITHHOLD votes for Compensation Committee members Brian Bailey and Lukas Roush are warranted as the company recently materially amended the CEO's employment agreement, which provides for problematic modified-single trigger cash severance.
Bandwidth Inc.	05/23/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bandwidth Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently materially amended the CEO's employment agreement, which provides for problematic modified-single trigger cash severance. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.
Bank of Hawaii Corporation	04/26/2024	Management	1	Elect Director John C. Erickson	For	For	For	For	Votes AGAINST Raymond Vara Jr. and Robert Wo are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/26/2024	Management	2	Elect Director Joshua D. Feldman	For	For	For	For	Votes AGAINST Raymond Vara Jr. and Robert Wo are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/26/2024	Management	3	Elect Director Peter S. Ho	For	For	For	For	Votes AGAINST Raymond Vara Jr. and Robert Wo are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/26/2024	Management	4	Elect Director Michelle E. Hulst	For	For	For	For	Votes AGAINST Raymond Vara Jr. and Robert Wo are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bank of Hawaii Corporation	04/26/2024	Management	5	Elect Director Kent T. Lucien	For	For	For	For	Votes AGAINST Raymond Vara Jr. and Robert Wo are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/26/2024	Management	6	Elect Director Elliot K. Mills	For	For	For	For	Votes AGAINST Raymond Vara Jr. and Robert Wo are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/26/2024	Management	7	Elect Director Alicia E. Moy	For	For	For	For	Votes AGAINST Raymond Vara Jr. and Robert Wo are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/26/2024	Management	8	Elect Director Victor K. Nichols	For	For	For	For	Votes AGAINST Raymond Vara Jr. and Robert Wo are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/26/2024	Management	9	Elect Director Dana M. Tokioka	For	For	For	For	Votes AGAINST Raymond Vara Jr. and Robert Wo are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/26/2024	Management	10	Elect Director Raymond P. Vara, Jr.	For	For	Against	Against	Votes AGAINST Raymond Vara Jr. and Robert Wo are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/26/2024	Management	11	Elect Director Suzanne P. Vares-Lum	For	For	For	For	Votes AGAINST Raymond Vara Jr. and Robert Wo are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/26/2024	Management	12	Elect Director Robert W. Wo	For	For	Against	Against	Votes AGAINST Raymond Vara Jr. and Robert Wo are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Bank of Hawaii Corporation	04/26/2024	Management	14	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Bank of Hawaii Corporation	04/26/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bank of Marin Bancorp	05/14/2024	Management	1	Elect Director Nicolas C. Anderson	For	For	For	For	WITHHOLD votes for William McDevitt Jr., Joel Sklar and Brian Sobel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/14/2024	Management	2	Elect Director Russell A. Colombo	For	For	For	For	WITHHOLD votes for William McDevitt Jr., Joel Sklar and Brian Sobel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/14/2024	Management	3	Elect Director Charles D. Fite	For	For	For	For	WITHHOLD votes for William McDevitt Jr., Joel Sklar and Brian Sobel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/14/2024	Management	4	Elect Director Cigdem F. Gencer	For	For	For	For	WITHHOLD votes for William McDevitt Jr., Joel Sklar and Brian Sobel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/14/2024	Management	5	Elect Director James C. Hale	For	For	For	For	WITHHOLD votes for William McDevitt Jr., Joel Sklar and Brian Sobel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/14/2024	Management	6	Elect Director Kevin R. Kennedy	For	For	For	For	WITHHOLD votes for William McDevitt Jr., Joel Sklar and Brian Sobel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bank of Marin Bancorp	05/14/2024	Management	7	Elect Director William H. McDevitt	For	For	Withhold	Withhold	WITHHOLD votes for William McDevitt Jr., Joel Sklar and Brian Sobel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/14/2024	Management	8	Elect Director Timothy D. Myers	For	For	For	For	WITHHOLD votes for William McDevitt Jr., Joel Sklar and Brian Sobel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/14/2024	Management	9	Elect Director Sanjiv S. Sanghvi	For	For	For	For	WITHHOLD votes for William McDevitt Jr., Joel Sklar and Brian Sobel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/14/2024	Management	10	Elect Director Joel Sklar	For	For	Withhold	Withhold	WITHHOLD votes for William McDevitt Jr., Joel Sklar and Brian Sobel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/14/2024	Management	11	Elect Director Brian M. Sobel	For	For	Withhold	Withhold	WITHHOLD votes for William McDevitt Jr., Joel Sklar and Brian Sobel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/14/2024	Management	12	Elect Director Secil Tabli Watson	For	For	For	For	WITHHOLD votes for William McDevitt Jr., Joel Sklar and Brian Sobel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Bank of Marin Bancorp	05/14/2024	Management	14	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bank OZK	05/06/2024	Management	1	Elect Director Nicholas Brown	For	For	Against	Against	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	2	Elect Director Paula Cholmondeley	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	3	Elect Director Beverly Cole	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	4	Elect Director Robert East	For	For	Against	Against	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	5	Elect Director Kathleen Franklin	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	6	Elect Director Jeffrey Gearhart	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	7	Elect Director George G. Gleason	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	8	Elect Director Peter C. Kenny	For	For	Against	Against	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	9	Elect Director William A. Koefoed, Jr.	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bank OZK	05/06/2024	Management	10	Elect Director Elizabeth Musico	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	11	Elect Director Christopher Orndorff	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	12	Elect Director Steven Sadoff	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	13	Elect Director Ross Whipple	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bank OZK	05/06/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
BankFinancial Corporation	06/21/2024	Management	1	Elect Director Cassandra J. Francis	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Cassandra Francis and Terry Wells are warranted for lack of a majority independent board. WITHHOLD votes for Cassandra Francis and Terry Wells are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Cassandra Francis and Terry Wells are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws.
BankFinancial Corporation	06/21/2024	Management	2	Elect Director Terry R. Wells	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Cassandra Francis and Terry Wells are warranted for lack of a majority independent board. WITHHOLD votes for Cassandra Francis and Terry Wells are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Cassandra Francis and Terry Wells are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws.
BankFinancial Corporation	06/21/2024	Management	3	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
BankFinancial Corporation	06/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
BankFinancial Corporation	06/21/2024	Shareholder	5	Hire Investment Bank to Explore Alternatives to Maximize Value	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, given the board's current and continued discussions of strategic alternatives, including a potential sale, with a financial advisor.
BankUnited, Inc.	05/15/2024	Management	1	Elect Director Rajinder P. Singh	For	For	For	For	WITHHOLD votes for Michael Dowling are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/15/2024	Management	2	Elect Director Tere Blanca	For	For	For	For	WITHHOLD votes for Michael Dowling are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/15/2024	Management	3	Elect Director John N. DiGiacomo	For	For	For	For	WITHHOLD votes for Michael Dowling are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/15/2024	Management	4	Elect Director Michael J. Dowling	For	For	Withhold	Withhold	WITHHOLD votes for Michael Dowling are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/15/2024	Management	5	Elect Director Douglas J. Pauls	For	For	For	For	WITHHOLD votes for Michael Dowling are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/15/2024	Management	6	Elect Director William S. Rubenstein	For	For	For	For	WITHHOLD votes for Michael Dowling are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/15/2024	Management	7	Elect Director Germaine Smith Baugh	For	For	For	For	WITHHOLD votes for Michael Dowling are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BankUnited, Inc.	05/15/2024	Management	8	Elect Director Sanjiv Sobti	For	For	For	For	WITHHOLD votes for Michael Dowling are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/15/2024	Management	9	Elect Director Lynne Wines	For	For	For	For	WITHHOLD votes for Michael Dowling are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/15/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
BankUnited, Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
BankUnited, Inc.	05/15/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bankwell Financial Group, Inc.	05/29/2024	Management	1	Elect Director Eric J. Dale	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert and Kevin Leitao are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale and Todd Lampert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/29/2024	Management	2	Elect Director Jeffrey R. Dunne	For	For	For	For	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert and Kevin Leitao are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale and Todd Lampert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/29/2024	Management	3	Elect Director Darryl M. Demos	For	For	For	For	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert and Kevin Leitao are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale and Todd Lampert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/29/2024	Management	4	Elect Director Blake S. Drexler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert and Kevin Leitao are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale and Todd Lampert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/29/2024	Management	5	Elect Director Christopher R. Gruseke	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert and Kevin Leitao are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale and Todd Lampert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/29/2024	Management	6	Elect Director Anahaita N. Kotval	For	For	For	For	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert and Kevin Leitao are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale and Todd Lampert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/29/2024	Management	7	Elect Director Todd H. Lampert	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert and Kevin Leitao are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale and Todd Lampert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bankwell Financial Group, Inc.	05/29/2024	Management	8	Elect Director Kevin D. Leitao	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert and Kevin Leitao are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale and Todd Lampert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/29/2024	Management	9	Elect Director Carl M. Porto	For	For	For	For	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert and Kevin Leitao are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale and Todd Lampert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/29/2024	Management	10	Elect Director Lawrence B. Seidman	For	For	For	For	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert and Kevin Leitao are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale and Todd Lampert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/29/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Bankwell Financial Group, Inc.	05/29/2024	Management	12	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Banner Corporation	05/22/2024	Management	1	Elect Director Margot J. Copeland	For	For	For	For	Votes AGAINST David Klaue and John Layman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Roberto Herencia are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Banner Corporation	05/22/2024	Management	2	Elect Director Mark J. Grescovich	For	For	For	For	Votes AGAINST David Klaue and John Layman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Roberto Herencia are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Banner Corporation	05/22/2024	Management	3	Elect Director Roberto R. Herencia	For	For	Against	Against	Votes AGAINST David Klaue and John Layman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Roberto Herencia are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Banner Corporation	05/22/2024	Management	4	Elect Director David A. Klaue	For	For	Against	Against	Votes AGAINST David Klaue and John Layman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Roberto Herencia are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Banner Corporation	05/22/2024	Management	5	Elect Director John R. Layman	For	For	Against	Against	Votes AGAINST David Klaue and John Layman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Roberto Herencia are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Banner Corporation	05/22/2024	Management	6	Elect Director Kevin F. Riordan	For	For	For	For	Votes AGAINST David Klaue and John Layman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Roberto Herencia are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Banner Corporation	05/22/2024	Management	7	Elect Director Terry S. Schwakopf	For	For	For	For	Votes AGAINST David Klaue and John Layman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Roberto Herencia are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Banner Corporation	05/22/2024	Management	8	Elect Director Paul J. Walsh	For	For	For	For	Votes AGAINST David Klaue and John Layman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Roberto Herencia are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Banner Corporation	05/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Banner Corporation	05/22/2024	Management	10	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bar Harbor Bankshares	05/16/2024	Management	1	Elect Director Daina H. Belair	For	For	For	For	WITHHOLD votes for Lauri Fernald, Kenneth Smith and Scott Toothaker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/16/2024	Management	2	Elect Director Matthew L. Caras	For	For	For	For	WITHHOLD votes for Lauri Fernald, Kenneth Smith and Scott Toothaker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/16/2024	Management	3	Elect Director David M. Colter	For	For	For	For	WITHHOLD votes for Lauri Fernald, Kenneth Smith and Scott Toothaker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/16/2024	Management	4	Elect Director Lauri E. Fernald	For	For	Withhold	Withhold	WITHHOLD votes for Lauri Fernald, Kenneth Smith and Scott Toothaker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/16/2024	Management	5	Elect Director Heather D. Jones	For	For	For	For	WITHHOLD votes for Lauri Fernald, Kenneth Smith and Scott Toothaker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/16/2024	Management	6	Elect Director Debra B. Miller	For	For	For	For	WITHHOLD votes for Lauri Fernald, Kenneth Smith and Scott Toothaker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/16/2024	Management	7	Elect Director Brian D. Shaw	For	For	For	For	WITHHOLD votes for Lauri Fernald, Kenneth Smith and Scott Toothaker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/16/2024	Management	8	Elect Director Curtis C. Simard	For	For	For	For	WITHHOLD votes for Lauri Fernald, Kenneth Smith and Scott Toothaker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/16/2024	Management	9	Elect Director Kenneth E. Smith	For	For	Withhold	Withhold	WITHHOLD votes for Lauri Fernald, Kenneth Smith and Scott Toothaker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/16/2024	Management	10	Elect Director Scott G. Toothaker	For	For	Withhold	Withhold	WITHHOLD votes for Lauri Fernald, Kenneth Smith and Scott Toothaker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Bar Harbor Bankshares	05/16/2024	Management	12	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Barnes Group Inc.	05/03/2024	Management	1	Elect Director Richard J. Hipple	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes Group Inc.	05/03/2024	Management	2	Elect Director Elijah K. Barnes	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes Group Inc.	05/03/2024	Management	3	Elect Director Jakki L. Haussler	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes Group Inc.	05/03/2024	Management	4	Elect Director Thomas J. Hook	For	For	For	For	A vote FOR all director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Barnes Group Inc.	05/03/2024	Management	5	Elect Director Daphne E. Jones	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes Group Inc.	05/03/2024	Management	6	Elect Director Adam J. Katz	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes Group Inc.	05/03/2024	Management	7	Elect Director Neal J. Keating	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes Group Inc.	05/03/2024	Management	8	Elect Director Hans-Peter Manner	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes Group Inc.	05/03/2024	Management	9	Elect Director Anthony V. Nicolosi	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes Group Inc.	05/03/2024	Management	10	Elect Director JoAnna L. Sohovich	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes Group Inc.	05/03/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Barnes Group Inc.	05/03/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Barrett Business Services, Inc.	06/03/2024	Management	1	Elect Director Thomas J. Carley	For	For	Against	Against	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/03/2024	Management	2	Elect Director Joseph S. Clabby	For	For	For	For	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/03/2024	Management	3	Elect Director Thomas B. Cusick	For	For	For	For	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/03/2024	Management	4	Elect Director Gary E. Kramer	For	For	For	For	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/03/2024	Management	5	Elect Director Anthony Meeker	For	For	Against	Against	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/03/2024	Management	6	Elect Director Carla A. Moradi	For	For	For	For	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/03/2024	Management	7	Elect Director Alexandra Morehouse	For	For	For	For	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/03/2024	Management	8	Elect Director Vincent P. Price	For	For	For	For	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/03/2024	Management	9	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the rationale is reasonable. The proposal is being made for the purpose of effecting a 4-for-1 forward split and the increase is proportionate with respect to the stock split ratio.
Barrett Business Services, Inc.	06/03/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Barrett Business Services, Inc.	06/03/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bassett Furniture Industries, Incorporated	03/06/2024	Management	1	Elect Director Emma S. Battle	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bassett Furniture Industries, Incorporated	03/06/2024	Management	2	Elect Director John R. Belk	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/06/2024	Management	3	Elect Director Kristina Cashman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/06/2024	Management	4	Elect Director Virginia W. Hamlet	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/06/2024	Management	5	Elect Director J. Walter McDowell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/06/2024	Management	6	Elect Director Robert H. Spilman, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/06/2024	Management	7	Elect Director William C. Wampler, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/06/2024	Management	8	Elect Director William C. Warden, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/06/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bassett Furniture Industries, Incorporated	03/06/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
BayCom Corp	06/18/2024	Management	1	Elect Director James S. Camp	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. A vote FOR Syvia L. Magid is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BayCom Corp	06/18/2024	Management	2	Elect Director Harpreet S. Chaudhary	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. A vote FOR Syvia L. Magid is warranted.
BayCom Corp	06/18/2024	Management	3	Elect Director Keary L. Colwell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. A vote FOR Syvia L. Magid is warranted.
BayCom Corp	06/18/2024	Management	4	Elect Director George J. Guarini	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. A vote FOR Syvia L. Magid is warranted.
BayCom Corp	06/18/2024	Management	5	Elect Director Lloyd W. Kendall, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. A vote FOR Syvia L. Magid is warranted.
BayCom Corp	06/18/2024	Management	6	Elect Director Janet L. King	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. A vote FOR Syvia L. Magid is warranted.
BayCom Corp	06/18/2024	Management	7	Elect Director Robert G. Laverne	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. A vote FOR Syvia L. Magid is warranted.
BayCom Corp	06/18/2024	Management	8	Elect Director Syvia L. Magid	For	For	For	For	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. A vote FOR Syvia L. Magid is warranted.
BayCom Corp	06/18/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
BayCom Corp	06/18/2024	Management	10	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
BayCom Corp	06/18/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
BayCom Corp	06/18/2024	Management	12	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
BCB Bancorp, Inc.	04/25/2024	Management	1	Elect Director Michael A. Shriner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Shriner, Thomas Coughlin and Joseph Lyga are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Lyga are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee member Joseph Lyga for lack of racial or ethnic diversity on the board. A vote FOR Vincent DiDomenico, Jr. is warranted.
BCB Bancorp, Inc.	04/25/2024	Management	2	Elect Director Thomas M. Coughlin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Shriner, Thomas Coughlin and Joseph Lyga are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Lyga are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee member Joseph Lyga for lack of racial or ethnic diversity on the board. A vote FOR Vincent DiDomenico, Jr. is warranted.
BCB Bancorp, Inc.	04/25/2024	Management	3	Elect Director Vincent DiDomenico, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Shriner, Thomas Coughlin and Joseph Lyga are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Lyga are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee member Joseph Lyga for lack of racial or ethnic diversity on the board. A vote FOR Vincent DiDomenico, Jr. is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BCB Bancorp, Inc.	04/25/2024	Management	4	Elect Director Joseph Lyga	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Shriner, Thomas Coughlin and Joseph Lyga are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Lyga are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee member Joseph Lyga for lack of racial or ethnic diversity on the board. A vote FOR Vincent DiDomenico, Jr. is warranted.
BCB Bancorp, Inc.	04/25/2024	Management	5	Ratify Wolf & Company, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
BCB Bancorp, Inc.	04/25/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Beacon Roofing Supply, Inc.	05/15/2024	Management	1	Elect Director Stuart A. Randle	For	For	For	For	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	05/15/2024	Management	2	Elect Director Julian G. Francis	For	For	For	For	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	05/15/2024	Management	3	Elect Director Barbara G. Fast	For	For	For	For	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	05/15/2024	Management	4	Elect Director Alan Gershenhorn	For	For	For	For	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	05/15/2024	Management	5	Elect Director Melanie M. Hart	For	For	For	For	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	05/15/2024	Management	6	Elect Director Racquel H. Mason	For	For	For	For	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	05/15/2024	Management	7	Elect Director Robert M. McLaughlin	For	For	For	For	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	05/15/2024	Management	8	Elect Director Earl Newsome, Jr.	For	For	For	For	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	05/15/2024	Management	9	Elect Director Neil S. Novich	For	For	Withhold	Withhold	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	05/15/2024	Management	10	Elect Director Douglas L. Young	For	For	For	For	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	05/15/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Beacon Roofing Supply, Inc.	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Beacon Roofing Supply, Inc.	05/15/2024	Management	13	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Beam Therapeutics Inc.	06/05/2024	Management	1	Elect Director Graham Cooper	For	Against	Against	Against	A vote AGAINST sole director nominee Graham Cooper is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Beam Therapeutics Inc.	06/05/2024	Management	2	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Beam Therapeutics Inc.	06/05/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * There is a lack of long-term performance metrics for awards granted in the most recent fiscal year; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Beazer Homes USA, Inc.	02/08/2024	Management	1	Elect Director Lloyd E. Johnson	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/08/2024	Management	2	Elect Director Allan P. Merrill	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/08/2024	Management	3	Elect Director Peter M. Orser	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/08/2024	Management	4	Elect Director Norma A. Provencio	For	For	Against	Against	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/08/2024	Management	5	Elect Director June Sauvaget	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/08/2024	Management	6	Elect Director Danny R. Shepherd	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/08/2024	Management	7	Elect Director Alyssa P. Steele	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/08/2024	Management	8	Elect Director C. Christian Winkle	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/08/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Beazer Homes USA, Inc.	02/08/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Beazer Homes USA, Inc.	02/08/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Belden Inc.	05/23/2024	Management	1	Elect Director David J. Aldrich	For	For	Against	Against	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/23/2024	Management	2	Elect Director Lance C. Balk	For	For	Against	Against	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/23/2024	Management	3	Elect Director Diane D. Brink	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/23/2024	Management	4	Elect Director Judy L. Brown	For	For	Against	Against	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/23/2024	Management	5	Elect Director Nancy Calderon	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/23/2024	Management	6	Elect Director Ashish Chand	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/23/2024	Management	7	Elect Director Jonathan C. Klein	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/23/2024	Management	8	Elect Director YY Lee	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Belden Inc.	05/23/2024	Management	9	Elect Director Gregory J. McCray	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/23/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Belden Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
BellRing Brands, Inc.	01/31/2024	Management	1	Elect Director Shawn W. Conway	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Thomas (Tom) Erickson and Jennifer Kuperman Johnson given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Shawn Conway, is warranted.
BellRing Brands, Inc.	01/31/2024	Management	2	Elect Director Thomas P. Erickson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Thomas (Tom) Erickson and Jennifer Kuperman Johnson given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Shawn Conway, is warranted.
BellRing Brands, Inc.	01/31/2024	Management	3	Elect Director Jennifer Kuperman Johnson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Thomas (Tom) Erickson and Jennifer Kuperman Johnson given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Shawn Conway, is warranted.
BellRing Brands, Inc.	01/31/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
BellRing Brands, Inc.	01/31/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Benchmark Electronics, Inc.	05/22/2024	Management	1	Elect Director David W. Scheible	For	For	Against	Against	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/22/2024	Management	2	Elect Director Douglas M. Britt	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/22/2024	Management	3	Elect Director Anne De Greef-Safft	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/22/2024	Management	4	Elect Director Robert K. Gifford	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/22/2024	Management	5	Elect Director Ramesh Gopalakrishnan	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/22/2024	Management	6	Elect Director Kenneth T. Lamneck	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/22/2024	Management	7	Elect Director Jeffrey S. McCreary	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/22/2024	Management	8	Elect Director Lynn A. Wentworth	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/22/2024	Management	9	Elect Director Jeffrey W. Benck	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Benchmark Electronics, Inc.	05/22/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Berkshire Hills Bancorp, Inc.	05/16/2024	Management	1	Elect Director David M. Brunelle	For	For	For	For	WITHHOLD votes for Laurie Moffatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hills Bancorp, Inc.	05/16/2024	Management	2	Elect Director Mary Anne Callahan	For	For	For	For	WITHHOLD votes for Laurie Moffatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/16/2024	Management	3	Elect Director Nina A. Charnley	For	For	For	For	WITHHOLD votes for Laurie Moffatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/16/2024	Management	4	Elect Director Mihir A. Desai	For	For	For	For	WITHHOLD votes for Laurie Moffatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/16/2024	Management	5	Elect Director William H. Hughes, III	For	For	For	For	WITHHOLD votes for Laurie Moffatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/16/2024	Management	6	Elect Director Jeffrey W. Kip	For	For	For	For	WITHHOLD votes for Laurie Moffatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/16/2024	Management	7	Elect Director Sylvia Maxfield	For	For	For	For	WITHHOLD votes for Laurie Moffatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/16/2024	Management	8	Elect Director Nitin J. Mhatre	For	For	For	For	WITHHOLD votes for Laurie Moffatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/16/2024	Management	9	Elect Director Laurie Norton Moffatt	For	For	Withhold	Withhold	WITHHOLD votes for Laurie Moffatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/16/2024	Management	10	Elect Director Karyn Polito	For	For	For	For	WITHHOLD votes for Laurie Moffatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/16/2024	Management	11	Elect Director Eric S. Rosengren	For	For	For	For	WITHHOLD votes for Laurie Moffatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Berkshire Hills Bancorp, Inc.	05/16/2024	Management	13	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Berry Corporation (bry)	05/23/2024	Management	1	Elect Director Fernando Araujo	For	For	For	For	A vote FOR all director nominees is warranted.
Berry Corporation (bry)	05/23/2024	Management	2	Elect Director Renee Hornbaker	For	For	For	For	A vote FOR all director nominees is warranted.
Berry Corporation (bry)	05/23/2024	Management	3	Elect Director Anne Mariucci	For	For	For	For	A vote FOR all director nominees is warranted.
Berry Corporation (bry)	05/23/2024	Management	4	Elect Director Donald "Don" Paul	For	For	For	For	A vote FOR all director nominees is warranted.
Berry Corporation (bry)	05/23/2024	Management	5	Elect Director Rajath "Raj" Shourie	For	For	For	For	A vote FOR all director nominees is warranted.
Berry Corporation (bry)	05/23/2024	Management	6	Elect Director James "Jim" Trimble	For	For	For	For	A vote FOR all director nominees is warranted.
Berry Corporation (bry)	05/23/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Berry Corporation (bry)	05/23/2024	Management	8	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Berry Corporation (bry)	05/23/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Berry Global Group, Inc.	02/14/2024	Management	1	Elect Director B. Evan Bayh	For	For	Against	Against	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	2	Elect Director Jonathan F. Foster	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	3	Elect Director Meredith R. Harper	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	4	Elect Director Idalene F. Kesner	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berry Global Group, Inc.	02/14/2024	Management	5	Elect Director Kevin J. Kwilinski	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	6	Elect Director Jill A. Rahman	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	7	Elect Director Carl J. (Rick) Rickertsen	For	For	Against	Against	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	8	Elect Director Chaney M. Sheffield, Jr.	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	9	Elect Director Robert A. Steele	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	10	Elect Director Stephen E. Sterrett	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	11	Elect Director Peter T. Thomas	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Berry Global Group, Inc.	02/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Berry Global Group, Inc.	02/14/2024	Management	14	Amend Certificate of Incorporation to Include Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Berry Global Group, Inc.	02/14/2024	Management	15	Amend Exclusive Forum Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Beyond, Inc.	05/21/2024	Management	1	Elect Director Joanna C. Burkey	For	For	For	For	WITHHOLD votes for non-independent nominee Barclay Corbus are warranted for lack of a majority independent board. WITHHOLD votes for Barclay Corbus are also warranted for serving as a non-independent member of a key board committee. A vote FOR Joanna C. Burkey is warranted.
Beyond, Inc.	05/21/2024	Management	2	Elect Director Barclay F. Corbus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Barclay Corbus are warranted for lack of a majority independent board. WITHHOLD votes for Barclay Corbus are also warranted for serving as a non-independent member of a key board committee. A vote FOR Joanna C. Burkey is warranted.
Beyond, Inc.	05/21/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Beyond, Inc.	05/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Beyond, Inc.	05/21/2024	Management	5	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Beyond, Inc.	05/21/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Beyond, Inc.	05/21/2024	Management	7	Approve Stock Option Plan Grants	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The estimated shareholder value transfer of 11.6 percent is greater than the company-specific allowable cap of 10.35 percent.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Big 5 Sporting Goods Corporation	06/05/2024	Management	1	Elect Director Colleen B. Brown	For	For	For	For	Votes AGAINST non-independent nominee David Jessick are warranted for lack of a majority independent board. Votes AGAINST David Jessick are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Big 5 Sporting Goods Corporation	06/05/2024	Management	2	Elect Director Stephen E. Carley	For	For	For	For	Votes AGAINST non-independent nominee David Jessick are warranted for lack of a majority independent board. Votes AGAINST David Jessick are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Big 5 Sporting Goods Corporation	06/05/2024	Management	3	Elect Director David R. Jessick	For	For	Against	Against	Votes AGAINST non-independent nominee David Jessick are warranted for lack of a majority independent board. Votes AGAINST David Jessick are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Big 5 Sporting Goods Corporation	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
Big 5 Sporting Goods Corporation	06/05/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Biohaven Ltd.	04/30/2024	Management	1	Elect Director Julia P. Gregory	For	For	For	For	A vote AGAINST Governance Committee chair Gregory (Greg) Bailey is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Biohaven Ltd.	04/30/2024	Management	2	Elect Director John W. Childs	For	For	For	For	A vote AGAINST Governance Committee chair Gregory (Greg) Bailey is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Biohaven Ltd.	04/30/2024	Management	3	Elect Director Gregory H. Bailey	For	Against	Against	Against	A vote AGAINST Governance Committee chair Gregory (Greg) Bailey is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Biohaven Ltd.	04/30/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Biohaven Ltd.	04/30/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
BJ's Restaurants, Inc.	06/18/2024	Management	1	Elect Director Bina Chaurasia	For	For	For	For	WITHHOLD votes for Lea Anne Ottinger and James (Jim) Dal Pozzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/18/2024	Management	2	Elect Director James ("Jim") A. Dal Pozzo	For	For	Withhold	Withhold	WITHHOLD votes for Lea Anne Ottinger and James (Jim) Dal Pozzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/18/2024	Management	3	Elect Director Noah A. Elbogen	For	For	For	For	WITHHOLD votes for Lea Anne Ottinger and James (Jim) Dal Pozzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/18/2024	Management	4	Elect Director Gregory ("Greg") S. Levin	For	For	For	For	WITHHOLD votes for Lea Anne Ottinger and James (Jim) Dal Pozzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/18/2024	Management	5	Elect Director Lea Anne S. Ottinger	For	For	Withhold	Withhold	WITHHOLD votes for Lea Anne Ottinger and James (Jim) Dal Pozzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/18/2024	Management	6	Elect Director C. Bradford Richmond	For	For	For	For	WITHHOLD votes for Lea Anne Ottinger and James (Jim) Dal Pozzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BJ's Restaurants, Inc.	06/18/2024	Management	7	Elect Director Julius W. Robinson, Jr.	For	For	For	For	WITHHOLD votes for Lea Anne Ottinger and James (Jim) Dal Pozzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/18/2024	Management	8	Elect Director Janet M. Sherlock	For	For	For	For	WITHHOLD votes for Lea Anne Ottinger and James (Jim) Dal Pozzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/18/2024	Management	9	Elect Director Gregory ("Greg") A. Trojan	For	For	For	For	WITHHOLD votes for Lea Anne Ottinger and James (Jim) Dal Pozzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/18/2024	Management	10	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 13.47 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
BJ's Restaurants, Inc.	06/18/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
BJ's Restaurants, Inc.	06/18/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Black Diamond Therapeutics, Inc.	06/06/2024	Management	1	Elect Director Prakash Raman	For	For	For	For	A vote FOR the nominees is warranted.
Black Diamond Therapeutics, Inc.	06/06/2024	Management	2	Elect Director Mark A. Velleca	For	For	For	For	A vote FOR the nominees is warranted.
Black Diamond Therapeutics, Inc.	06/06/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Black Diamond Therapeutics, Inc.	06/06/2024	Management	4	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Black Hills Corporation	04/23/2024	Management	1	Elect Director Linden R. Evans	For	For	For	For	WITHHOLD votes for Steven (Steve) Mills are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Black Hills Corporation	04/23/2024	Management	2	Elect Director Barry M. Granger	For	For	For	For	WITHHOLD votes for Steven (Steve) Mills are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Black Hills Corporation	04/23/2024	Management	3	Elect Director Tony A. Jensen	For	For	For	For	WITHHOLD votes for Steven (Steve) Mills are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Black Hills Corporation	04/23/2024	Management	4	Elect Director Steven R. Mills	For	For	Withhold	Withhold	WITHHOLD votes for Steven (Steve) Mills are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Black Hills Corporation	04/23/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Black Hills Corporation	04/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Blackbaud, Inc.	06/12/2024	Management	1	Elect Director Deneen M. DeFiore	For	For	For	For	Votes AGAINST Andrew Leitch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Blackbaud, Inc.	06/12/2024	Management	2	Elect Director Andrew M. Leitch	For	For	Against	Against	Votes AGAINST Andrew Leitch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Blackbaud, Inc.	06/12/2024	Management	3	Elect Director Kristian P. Talvitie	For	For	For	For	Votes AGAINST Andrew Leitch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Blackbaud, Inc.	06/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Blackbaud, Inc.	06/12/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Blackbaud, Inc.	06/12/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Blackbaud, Inc.	06/12/2024	Management	7	Amend Certificate of Incorporation to Eliminate or Limit the Personal Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
BlackLine, Inc.	05/09/2024	Management	1	Elect Director Owen Ryan	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Owen Ryan and Sophia Velastegui are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR William Wagner is warranted.
BlackLine, Inc.	05/09/2024	Management	2	Elect Director Sophia Velastegui	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Owen Ryan and Sophia Velastegui are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR William Wagner is warranted.
BlackLine, Inc.	05/09/2024	Management	3	Elect Director William Wagner	For	For	For	For	WITHHOLD votes for incumbent director nominees Owen Ryan and Sophia Velastegui are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR William Wagner is warranted.
BlackLine, Inc.	05/09/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BlackLine, Inc.	05/09/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Blade Air Mobility, Inc.	05/02/2024	Management	1	Elect Director Susan M. Lyne	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Robert (Rob) Wiesenthal and Susan Lyne given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Audit Committee member Susan Lyne for failing to address the material weaknesses in the company's internal controls in consecutive years.
Blade Air Mobility, Inc.	05/02/2024	Management	2	Elect Director Robert S. Wiesenthal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Robert (Rob) Wiesenthal and Susan Lyne given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Audit Committee member Susan Lyne for failing to address the material weaknesses in the company's internal controls in consecutive years.
Blade Air Mobility, Inc.	05/02/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Bloomin' Brands, Inc.	04/23/2024	Management	1	Elect Director David J. Deno	For	For	For	For	Votes AGAINST John Mahoney are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR incumbent Nominating and Corporate Governance chair Lawrence Jackson is warranted, with caution, given that the board has not demonstrated full responsiveness to a majority supported shareholder proposal. The disclosure in the proxy statement suggests that the board did not engage with shareholders on this topic after the vote in 2023. A vote FOR the remaining director nominees is warranted.
Bloomin' Brands, Inc.	04/23/2024	Management	2	Elect Director David George	For	For	For	For	Votes AGAINST John Mahoney are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR incumbent Nominating and Corporate Governance chair Lawrence Jackson is warranted, with caution, given that the board has not demonstrated full responsiveness to a majority supported shareholder proposal. The disclosure in the proxy statement suggests that the board did not engage with shareholders on this topic after the vote in 2023. A vote FOR the remaining director nominees is warranted.



# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bloomin' Brands, Inc.	04/23/2024	Management	3	Elect Director Lawrence V. Jackson	For	For	For	For	Votes AGAINST John Mahoney are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR incumbent Nominating and Corporate Governance chair Lawrence Jackson is warranted, with caution, given that the board has not demonstrated full responsiveness to a majority supported shareholder proposal. The disclosure in the proxy statement suggests that the board did not engage with shareholders on this topic after the vote in 2023. A vote FOR the remaining director nominees is warranted.
Bloomin' Brands, Inc.	04/23/2024	Management	4	Elect Director Julie Kunkel	For	For	For	For	Votes AGAINST John Mahoney are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR incumbent Nominating and Corporate Governance chair Lawrence Jackson is warranted, with caution, given that the board has not demonstrated full responsiveness to a majority supported shareholder proposal. The disclosure in the proxy statement suggests that the board did not engage with shareholders on this topic after the vote in 2023. A vote FOR the remaining director nominees is warranted.
Bloomin' Brands, Inc.	04/23/2024	Management	5	Elect Director Rohit Lal	For	For	For	For	Votes AGAINST John Mahoney are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR incumbent Nominating and Corporate Governance chair Lawrence Jackson is warranted, with caution, given that the board has not demonstrated full responsiveness to a majority supported shareholder proposal. The disclosure in the proxy statement suggests that the board did not engage with shareholders on this topic after the vote in 2023. A vote FOR the remaining director nominees is warranted.
Bloomin' Brands, Inc.	04/23/2024	Management	6	Elect Director Tara Walpert Levy	For	For	For	For	Votes AGAINST John Mahoney are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR incumbent Nominating and Corporate Governance chair Lawrence Jackson is warranted, with caution, given that the board has not demonstrated full responsiveness to a majority supported shareholder proposal. The disclosure in the proxy statement suggests that the board did not engage with shareholders on this topic after the vote in 2023. A vote FOR the remaining director nominees is warranted.
Bloomin' Brands, Inc.	04/23/2024	Management	7	Elect Director John J. Mahoney	For	For	Against	Against	Votes AGAINST John Mahoney are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR incumbent Nominating and Corporate Governance chair Lawrence Jackson is warranted, with caution, given that the board has not demonstrated full responsiveness to a majority supported shareholder proposal. The disclosure in the proxy statement suggests that the board did not engage with shareholders on this topic after the vote in 2023. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bloomin' Brands, Inc.	04/23/2024	Management	8	Elect Director Melanie Marein-Efron	For	For	For	For	Votes AGAINST John Mahoney are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR incumbent Nominating and Corporate Governance chair Lawrence Jackson is warranted, with caution, given that the board has not demonstrated full responsiveness to a majority supported shareholder proposal. The disclosure in the proxy statement suggests that the board did not engage with shareholders on this topic after the vote in 2023. A vote FOR the remaining director nominees is warranted.
Bloomin' Brands, Inc.	04/23/2024	Management	9	Elect Director R. Michael Mohan	For	For	Against	Against	Votes AGAINST John Mahoney are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR incumbent Nominating and Corporate Governance chair Lawrence Jackson is warranted, with caution, given that the board has not demonstrated full responsiveness to a majority supported shareholder proposal. The disclosure in the proxy statement suggests that the board did not engage with shareholders on this topic after the vote in 2023. A vote FOR the remaining director nominees is warranted.
Bloomin' Brands, Inc.	04/23/2024	Management	10	Elect Director Jonathan Sagal	For	For	For	For	Votes AGAINST John Mahoney are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR incumbent Nominating and Corporate Governance chair Lawrence Jackson is warranted, with caution, given that the board has not demonstrated full responsiveness to a majority supported shareholder proposal. The disclosure in the proxy statement suggests that the board did not engage with shareholders on this topic after the vote in 2023. A vote FOR the remaining director nominees is warranted.
Bloomin' Brands, Inc.	04/23/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bloomin' Brands, Inc.	04/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Bloomin' Brands, Inc.	04/23/2024	Shareholder	13	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
Blue Foundry Bancorp	05/16/2024	Management	1	Elect Director Kenneth Grimbilas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Grimbilas and Jonathan Shaw are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee.
Blue Foundry Bancorp	05/16/2024	Management	2	Elect Director Jonathan M. Shaw	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Grimbilas and Jonathan Shaw are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee.
Blue Foundry Bancorp	05/16/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Blue Foundry Bancorp	05/16/2024	Shareholder	4	Seek Sale or Merger of the Company	Against	Against	Against	Against	A vote AGAINST this proposal is warranted given that the proponent has not provided a compelling rationale for the immediate sale of the company.
BlueLinx Holdings Inc.	05/16/2024	Management	1	Elect Director Anuj Dhanda	For	For	For	For	WITHHOLD votes for Kim Fennebresque are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlueLinx Holdings Inc.	05/16/2024	Management	2	Elect Director Dominic DiNapoli	For	For	For	For	WITHHOLD votes for Kim Fennebresque are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlueLinx Holdings Inc.	05/16/2024	Management	3	Elect Director Kim S. Fennebresque	For	For	Withhold	Withhold	WITHHOLD votes for Kim Fennebresque are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlueLinx Holdings Inc.	05/16/2024	Management	4	Elect Director Keith A. Haas	For	For	For	For	WITHHOLD votes for Kim Fennebresque are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BlueLinx Holdings Inc.	05/16/2024	Management	5	Elect Director Mitchell B. Lewis	For	For	For	For	WITHHOLD votes for Kim Fennebresque are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlueLinx Holdings Inc.	05/16/2024	Management	6	Elect Director Shyam K. Reddy	For	For	For	For	WITHHOLD votes for Kim Fennebresque are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlueLinx Holdings Inc.	05/16/2024	Management	7	Elect Director J. David Smith	For	For	For	For	WITHHOLD votes for Kim Fennebresque are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlueLinx Holdings Inc.	05/16/2024	Management	8	Elect Director Carol B. Yancey	For	For	For	For	WITHHOLD votes for Kim Fennebresque are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlueLinx Holdings Inc.	05/16/2024	Management	9	Elect Director Marietta Edmunds Zakas	For	For	For	For	WITHHOLD votes for Kim Fennebresque are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlueLinx Holdings Inc.	05/16/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
BlueLinx Holdings Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
BM Technologies, Inc.	06/20/2024	Management	1	Elect Director John Dolan	For	Withhold	Withhold	Withhold	In the absence of governance committee members, WITHHOLD votes are warranted for director nominees John Dolan and Aaron Hodari given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Michael Pavone is warranted.
BM Technologies, Inc.	06/20/2024	Management	2	Elect Director Aaron Hodari	For	Withhold	Withhold	Withhold	In the absence of governance committee members, WITHHOLD votes are warranted for director nominees John Dolan and Aaron Hodari given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Michael Pavone is warranted.
BM Technologies, Inc.	06/20/2024	Management	3	Elect Director Michael Pavone	For	For	For	For	In the absence of governance committee members, WITHHOLD votes are warranted for director nominees John Dolan and Aaron Hodari given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Michael Pavone is warranted.
BM Technologies, Inc.	06/20/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Boise Cascade Company	05/02/2024	Management	1	Elect Director Thomas Carlile	For	For	For	For	Votes AGAINST Duane McDougall and Christopher McGowan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boise Cascade Company	05/02/2024	Management	2	Elect Director Steven Cooper	For	For	For	For	Votes AGAINST Duane McDougall and Christopher McGowan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boise Cascade Company	05/02/2024	Management	3	Elect Director Craig Dawson	For	For	For	For	Votes AGAINST Duane McDougall and Christopher McGowan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boise Cascade Company	05/02/2024	Management	4	Elect Director Karen Gowland	For	For	For	For	Votes AGAINST Duane McDougall and Christopher McGowan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boise Cascade Company	05/02/2024	Management	5	Elect Director David Hannah	For	For	For	For	Votes AGAINST Duane McDougall and Christopher McGowan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Boise Cascade Company	05/02/2024	Management	6	Elect Director Amy Humphreys	For	For	For	For	Votes AGAINST Duane McDougall and Christopher McGowan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boise Cascade Company	05/02/2024	Management	7	Elect Director Nate Jorgensen	For	For	For	For	Votes AGAINST Duane McDougall and Christopher McGowan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boise Cascade Company	05/02/2024	Management	8	Elect Director Kristopher Matula	For	For	For	For	Votes AGAINST Duane McDougall and Christopher McGowan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boise Cascade Company	05/02/2024	Management	9	Elect Director Duane McDougall	For	For	Against	Against	Votes AGAINST Duane McDougall and Christopher McGowan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boise Cascade Company	05/02/2024	Management	10	Elect Director Christopher McGowan	For	For	Against	Against	Votes AGAINST Duane McDougall and Christopher McGowan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boise Cascade Company	05/02/2024	Management	11	Elect Director Sue Taylor	For	For	For	For	Votes AGAINST Duane McDougall and Christopher McGowan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boise Cascade Company	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Boise Cascade Company	05/02/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BOK Financial Corporation	04/30/2024	Management	1	Elect Director Alan S. Armstrong	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	2	Elect Director Steven Bangert	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	04/30/2024	Management	3	Elect Director Chester E. Cadieux, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	04/30/2024	Management	4	Elect Director John W. Coffey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	5	Elect Director Joseph W. Craft, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	04/30/2024	Management	6	Elect Director David F. Griffin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	04/30/2024	Management	7	Elect Director E. Carey Joullian, IV	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	8	Elect Director George B. Kaiser	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	04/30/2024	Management	9	Elect Director Stacy C. Kymes	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	04/30/2024	Management	10	Elect Director Stanley A. Lybarger	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	11	Elect Director Steven J. Malcolm	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	04/30/2024	Management	12	Elect Director Emmet C. Richards	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	04/30/2024	Management	13	Elect Director Claudia S. San Pedro	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.



# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	14	Elect Director Kayse M. Shrum	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	04/30/2024	Management	15	Elect Director Peggy I. Simmons	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	04/30/2024	Management	16	Elect Director Michael C. Turpen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	17	Elect Director Rose M. Washington-Jones	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	04/30/2024	Management	18	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
BOK Financial Corporation	04/30/2024	Management	19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Boyd Gaming Corporation	05/09/2024	Management	1	Elect Director Marianne Boyd Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	2	Elect Director John R. Bailey	For	For	For	For	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	3	Elect Director William R. Boyd	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	4	Elect Director Keith E. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	5	Elect Director Christine J. Spadafor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Boyd Gaming Corporation	05/09/2024	Management	6	Elect Director A. Randall Thoman	For	For	For	For	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	7	Elect Director Peter M. Thomas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	8	Elect Director Paul W. Whetsell	For	For	For	For	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Boyd Gaming Corporation	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Boyd Gaming Corporation	05/09/2024	Shareholder	11	Report on Potential Cost Savings Through Adoption of a Smokefree Policy	Against	For	For	For	A vote FOR this proposal is warranted, as greater disclosure around the potential cost savings associated with a nonsmoking policy would allow shareholders to better evaluate the costs and benefits associated with the company's current approach.
Bread Financial Holdings, Inc.	05/14/2024	Management	1	Elect Director Ralph J. Andretta	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/14/2024	Management	2	Elect Director Roger H. Ballou	For	For	Against	Against	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/14/2024	Management	3	Elect Director John J. Fawcett	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/14/2024	Management	4	Elect Director John C. Gerspach, Jr.	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/14/2024	Management	5	Elect Director Rajesh Natarajan	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/14/2024	Management	6	Elect Director Joyce St. Clair	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/14/2024	Management	7	Elect Director Timothy J. Theriault	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/14/2024	Management	8	Elect Director Laurie A. Tucker	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/14/2024	Management	9	Elect Director Sharen J. Turney	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Bread Financial Holdings, Inc.	05/14/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Bread Financial Holdings, Inc.	05/14/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bridge Investment Group Holdings Inc.	05/03/2024	Management	1	Elect Director Adam O'Farrell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dean Allara and Adam O'Farrell are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Dean Allara and Adam O'Farrell are further warranted due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Audit Committee member Chad Leat are also warranted due to significant share pledging by executive directors and the apparent absence of a policy to limit pledging and cause existing pledges to be unwound. In the absence of governance and compensation committees, WITHHOLD votes for Dean Allara, Chad Leat, and Adam O'Farrell are warranted: * for failure to remove, or subject to subject to a sunset requirement, the classified board and the multiclass capital structure, each of which adversely impacts shareholder rights; and * In the absence of a say-on-pay proposal, for concerns with respect to the company's pay programs. The company's bonus program provides for bonus opportunities that are based on undisclosed metrics and goals. In addition, the equity awards are entirely time-based, with certain NEOs receiving significant grants. WITHHOLD votes for Dean Allara and Adam O'Farrell are further warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Bridge Investment Group Holdings Inc.	05/03/2024	Management	2	Elect Director Dean Allara	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dean Allara and Adam O'Farrell are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Dean Allara and Adam O'Farrell are further warranted due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Audit Committee member Chad Leat are also warranted due to significant share pledging by executive directors and the apparent absence of a policy to limit pledging and cause existing pledges to be unwound. In the absence of governance and compensation committees, WITHHOLD votes for Dean Allara, Chad Leat, and Adam O'Farrell are warranted: * for failure to remove, or subject to subject to a sunset requirement, the classified board and the multiclass capital structure, each of which adversely impacts shareholder rights; and * In the absence of a say-on-pay proposal, for concerns with respect to the company's pay programs. The company's bonus program provides for bonus opportunities that are based on undisclosed metrics and goals. In addition, the equity awards are entirely time-based, with certain NEOs receiving significant grants. WITHHOLD votes for Dean Allara and Adam O'Farrell are further warranted as their ownership of the supervoting shares provide them with voting power control of the company.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bridge Investment Group Holdings Inc.	05/03/2024	Management	3	Elect Director Chad Leat	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dean Allara and Adam O'Farrell are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Dean Allara and Adam O'Farrell are further warranted due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Audit Committee member Chad Leat are also warranted due to significant share pledging by executive directors and the apparent absence of a policy to limit pledging and cause existing pledges to be unwound. In the absence of governance and compensation committees, WITHHOLD votes for Dean Allara, Chad Leat, and Adam O'Farrell are warranted: * for failure to remove, or subject to subject to a sunset requirement, the classified board and the multiclass capital structure, each of which adversely impacts shareholder rights; and * In the absence of a say-on-pay proposal, for concerns with respect to the company's pay programs. The company's bonus program provides for bonus opportunities that are based on undisclosed metrics and goals. In addition, the equity awards are entirely time-based, with certain NEOs receiving significant grants. WITHHOLD votes for Dean Allara and Adam O'Farrell are further warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Bridge Investment Group Holdings Inc.	05/03/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Bridgewater Bancshares, Inc.	04/23/2024	Management	1	Elect Director Jerry Baack	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jerry Baack and Jeffrey (Jeff) Shellberg are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Bridgewater Bancshares, Inc.	04/23/2024	Management	2	Elect Director Lisa Brezonik	For	For	For	For	WITHHOLD votes for non-independent nominees Jerry Baack and Jeffrey (Jeff) Shellberg are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Bridgewater Bancshares, Inc.	04/23/2024	Management	3	Elect Director Mohammed Lawal	For	For	For	For	WITHHOLD votes for non-independent nominees Jerry Baack and Jeffrey (Jeff) Shellberg are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Bridgewater Bancshares, Inc.	04/23/2024	Management	4	Elect Director Jeffrey D. Shellberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jerry Baack and Jeffrey (Jeff) Shellberg are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Bridgewater Bancshares, Inc.	04/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Bridgewater Bancshares, Inc.	04/23/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bridgewater Bancshares, Inc.	04/23/2024	Management	7	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	1	Elect Director Julie Atkinson	For	For	For	For	Votes AGAINST non-independent nominees Jordan Hitch and Mary Ann Tocio are warranted for lack of a majority independent board. Votes AGAINST Jordan Hitch are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	2	Elect Director Jordan Hitch	For	For	Against	Against	Votes AGAINST non-independent nominees Jordan Hitch and Mary Ann Tocio are warranted for lack of a majority independent board. Votes AGAINST Jordan Hitch are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	3	Elect Director Laurel J. Richie	For	For	For	For	Votes AGAINST non-independent nominees Jordan Hitch and Mary Ann Tocio are warranted for lack of a majority independent board. Votes AGAINST Jordan Hitch are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	4	Elect Director Mary Ann Tocio	For	For	Against	Against	Votes AGAINST non-independent nominees Jordan Hitch and Mary Ann Tocio are warranted for lack of a majority independent board. Votes AGAINST Jordan Hitch are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	7	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	8	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	9	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	10	Amend Articles	For	For	For	For	A vote FOR this proposal is warranted as none of the proposed changes are considered to have an adverse impact on shareholder rights.
Brightcove Inc.	05/08/2024	Management	1	Elect Director Gary E. Haroian	For	For	For	For	A vote FOR both director nominees is warranted.
Brightcove Inc.	05/08/2024	Management	2	Elect Director Diane Hessian	For	For	For	For	A vote FOR both director nominees is warranted.
Brightcove Inc.	05/08/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brightcove Inc.	05/08/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Brightcove Inc.	05/08/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Brighthouse Financial, Inc.	06/06/2024	Management	1	Elect Director C. Edward (Chuck) Chaplin	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	2	Elect Director Stephen C. (Steve) Hooley	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	3	Elect Director Michael J. (Mike) Inserra	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	4	Elect Director Carol D. Juel	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	5	Elect Director Eileen A. Mallesch	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	6	Elect Director Diane E. Offereins	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	7	Elect Director Eric T. Steigerwalt	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	8	Elect Director Paul M. Wetzel	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	9	Elect Director Lizabeth H. Zlatkus	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brighthouse Financial, Inc.	06/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Brighthouse Financial, Inc.	06/06/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Brighthouse Financial, Inc.	06/06/2024	Management	13	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
BrightSphere Investment Group Inc.	06/06/2024	Management	1	Elect Director Robert J. Chersi	For	For	For	For	A vote FOR the director nominees is warranted.
BrightSphere Investment Group Inc.	06/06/2024	Management	2	Elect Director Andrew Kim	For	For	For	For	A vote FOR the director nominees is warranted.
BrightSphere Investment Group Inc.	06/06/2024	Management	3	Elect Director John A. Paulson	For	For	For	For	A vote FOR the director nominees is warranted.
BrightSphere Investment Group Inc.	06/06/2024	Management	4	Elect Director Barbara Trebbi	For	For	For	For	A vote FOR the director nominees is warranted.
BrightSphere Investment Group Inc.	06/06/2024	Management	5	Elect Director Suren Rana	For	For	For	For	A vote FOR the director nominees is warranted.
BrightSphere Investment Group Inc.	06/06/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BrightSphere Investment Group Inc.	06/06/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BrightView Holdings, Inc.	03/05/2024	Management	1	Elect Director James R. Abrahamson	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/05/2024	Management	2	Elect Director Dale A. Asplund	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/05/2024	Management	3	Elect Director Jane Okun Bomba	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee chair Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/05/2024	Management	4	Elect Director William Cornog	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/05/2024	Management	5	Elect Director Frank Lopez	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/05/2024	Management	6	Elect Director Paul E. Raether	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/05/2024	Management	7	Elect Director Richard W. Roedel	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/05/2024	Management	8	Elect Director Mara Swan	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/05/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BrightView Holdings, Inc.	03/05/2024	Management	10	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
BrightView Holdings, Inc.	03/05/2024	Management	11	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Bristow Group Inc.	06/05/2024	Management	1	Elect Director Christopher S. Bradshaw	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	06/05/2024	Management	2	Elect Director Lorin L. Brass	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	06/05/2024	Management	3	Elect Director Wesley E. Kern	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	06/05/2024	Management	4	Elect Director Robert J. Manzo	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	06/05/2024	Management	5	Elect Director G. Mark Mickelson	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	06/05/2024	Management	6	Elect Director Maryanne Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	06/05/2024	Management	7	Elect Director Christopher Pucillo	For	For	For	For	A vote FOR all director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bristow Group Inc.	06/05/2024	Management	8	Elect Director Shefali Shah	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	06/05/2024	Management	9	Elect Director Brian D. Truelove	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	06/05/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Bristow Group Inc.	06/05/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Bristow Group Inc.	06/05/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bristow Group Inc.	06/05/2024	Management	13	Please Mark FOR if the Stock Owned of Record or Beneficially by You is Owned and Controlled ONLY by U.S. Citizens or Mark Against if Such Stock is Owned or Controlled by Any Person Who is NOT a U.S. Citizen.	None	Refer	Refer	For	A REFER recommendation is warranted given that shareholders need to evaluate this item based on their circumstances.
Broadwind, Inc.	05/16/2024	Management	1	Elect Director Eric B. Blasford	For	For	For	For	Votes AGAINST David Reiland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadwind, Inc.	05/16/2024	Management	2	Elect Director Philip J. Christman	For	For	For	For	Votes AGAINST David Reiland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadwind, Inc.	05/16/2024	Management	3	Elect Director Jeanette A. Press	For	For	For	For	Votes AGAINST David Reiland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadwind, Inc.	05/16/2024	Management	4	Elect Director David P. Reiland	For	For	Against	Against	Votes AGAINST David Reiland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadwind, Inc.	05/16/2024	Management	5	Elect Director Sachin M. Shivaram	For	For	For	For	Votes AGAINST David Reiland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadwind, Inc.	05/16/2024	Management	6	Elect Director Cary B. Wood	For	For	For	For	Votes AGAINST David Reiland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadwind, Inc.	05/16/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Broadwind, Inc.	05/16/2024	Management	8	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
Broadwind, Inc.	05/16/2024	Management	9	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Broadwind, Inc.	05/16/2024	Management	10	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brookdale Senior Living Inc.	06/18/2024	Management	1	Elect Director Jordan R. Asher	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/18/2024	Management	2	Elect Director Lucinda M. Baier	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/18/2024	Management	3	Elect Director Frank M. Bumstead	For	For	Against	Against	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/18/2024	Management	4	Elect Director Claudia Napal Drayton	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/18/2024	Management	5	Elect Director Victoria L. Freed	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/18/2024	Management	6	Elect Director Elizabeth Burnham Mace	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brookdale Senior Living Inc.	06/18/2024	Management	7	Elect Director Denise W. Warren	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/18/2024	Management	8	Elect Director Lee S. Wielansky	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/18/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Brookdale Senior Living Inc.	06/18/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brookdale Senior Living Inc.	06/18/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Brookline Bancorp, Inc.	05/08/2024	Management	1	Elect Director Willard I. Hill, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Paul Perrault and Thomas Hollister are warranted for lack of a majority independent board. Votes AGAINST Thomas Hollister are also warranted for serving as a non-independent member of a key board committee. A vote FOR Willard I. Hill, Jr. is warranted.
Brookline Bancorp, Inc.	05/08/2024	Management	2	Elect Director Thomas J. Hollister	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Perrault and Thomas Hollister are warranted for lack of a majority independent board. Votes AGAINST Thomas Hollister are also warranted for serving as a non-independent member of a key board committee. A vote FOR Willard I. Hill, Jr. is warranted.
Brookline Bancorp, Inc.	05/08/2024	Management	3	Elect Director Paul A. Perrault	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Perrault and Thomas Hollister are warranted for lack of a majority independent board. Votes AGAINST Thomas Hollister are also warranted for serving as a non-independent member of a key board committee. A vote FOR Willard I. Hill, Jr. is warranted.
Brookline Bancorp, Inc.	05/08/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brookline Bancorp, Inc.	05/08/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Brunswick Corporation	05/01/2024	Management	1	Elect Director Nancy E. Cooper	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	2	Elect Director David C. Everitt	For	For	Against	Against	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	3	Elect Director Reginald Fils-Aime	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	4	Elect Director Lauren P. Flaherty	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	5	Elect Director David M. Foulkes	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	6	Elect Director Joseph W. McClanathan	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	7	Elect Director David V. Singer	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	8	Elect Director J. Steven Whisler	For	For	Against	Against	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brunswick Corporation	05/01/2024	Management	9	Elect Director Roger J. Wood	For	For	Against	Against	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	10	Elect Director MaryAnn Wright	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Brunswick Corporation	05/01/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Build-A-Bear Workshop, Inc.	06/13/2024	Management	1	Elect Director George Carrara	For	For	For	For	A vote FOR all director nominees is warranted.
Build-A-Bear Workshop, Inc.	06/13/2024	Management	2	Elect Director Sharon John	For	For	For	For	A vote FOR all director nominees is warranted.
Build-A-Bear Workshop, Inc.	06/13/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Build-A-Bear Workshop, Inc.	06/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Build-A-Bear Workshop, Inc.	06/13/2024	Management	5	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Bumble Inc.	06/05/2024	Management	1	Elect Director Whitney Wolfe Herd	For	Withhold	Withhold	Withhold	In the absence of Governance Committee members on ballot, WITHHOLD votes are warranted for incumbent director nominees Whitney Wolfe Herd and Elisa Steele given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impact shareholder rights. A vote FOR Lidiane S. Jones is warranted.
Bumble Inc.	06/05/2024	Management	2	Elect Director Lidiane S. Jones	For	For	For	For	In the absence of Governance Committee members on ballot, WITHHOLD votes are warranted for incumbent director nominees Whitney Wolfe Herd and Elisa Steele given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impact shareholder rights. A vote FOR Lidiane S. Jones is warranted.
Bumble Inc.	06/05/2024	Management	3	Elect Director Elisa A. Steele	For	Withhold	Withhold	Withhold	In the absence of Governance Committee members on ballot, WITHHOLD votes are warranted for incumbent director nominees Whitney Wolfe Herd and Elisa Steele given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impact shareholder rights. A vote FOR Lidiane S. Jones is warranted.
Bumble Inc.	06/05/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Bumble Inc.	06/05/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Business First Bancshares, Inc.	05/23/2024	Management	1	Elect Director James J. Buquet, III	For	For	For	For	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folsie, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Business First Bancshares, Inc.	05/23/2024	Management	2	Elect Director Carol M. Calkins	For	For	For	For	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	05/23/2024	Management	3	Elect Director Ricky D. Day	For	For	For	For	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	05/23/2024	Management	4	Elect Director John P. Ducrest	For	For	For	For	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	05/23/2024	Management	5	Elect Director Mark P. Folse	For	For	Against	Against	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	05/23/2024	Management	6	Elect Director J. Vernon Johnson	For	For	For	For	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	05/23/2024	Management	7	Elect Director Rolfe H. McCollister, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	05/23/2024	Management	8	Elect Director Andrew D. McLindon	For	For	Against	Against	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Business First Bancshares, Inc.	05/23/2024	Management	9	Elect Director David R. Melville, III	For	For	Against	Against	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	05/23/2024	Management	10	Elect Director Patrick E. Mockler	For	For	Against	Against	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	05/23/2024	Management	11	Elect Director David A. Montgomery, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	05/23/2024	Management	12	Elect Director Arthur J. Price	For	For	Against	Against	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	05/23/2024	Management	13	Elect Director Aimee Quirk	For	For	For	For	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	05/23/2024	Management	14	Elect Director Kenneth Wm. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	05/23/2024	Management	15	Elect Director Keith Tillage	For	For	For	For	Votes AGAINST non-independent nominees David (Jude) Melville III, Rolfe McCollister Jr., Mark Folse, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Business First Bancshares, Inc.	05/23/2024	Management	16	Elect Director Steven G. White	For	For	Against	Against	Votes AGAINST non-independent nominees David (Jude) McVilvie III, Rolfe McCollister Jr., Mark Folsie, Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	05/23/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Business First Bancshares, Inc.	05/23/2024	Management	18	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Business First Bancshares, Inc.	05/23/2024	Management	19	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
BWX Technologies, Inc.	05/03/2024	Management	1	Elect Director Jan A. Bertsch	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	2	Elect Director Gerhard F. Burbach	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	3	Elect Director Rex D. Geveden	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	4	Elect Director James M. Jaska	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	5	Elect Director Kenneth J. Krieg	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	6	Elect Director Leland D. Melvin	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	7	Elect Director Robert L. Nardelli	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	8	Elect Director Barbara A. Niland	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	9	Elect Director Nicole W. Piasecki	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	10	Elect Director John M. Richardson	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
BWX Technologies, Inc.	05/03/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Byline Bancorp, Inc.	06/04/2024	Management	1	Elect Director Roberto R. Herencia	For	For	For	For	WITHHOLD votes for Antonio del Valle Perochena and Phillip Cabrera are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Byline Bancorp, Inc.	06/04/2024	Management	2	Elect Director Phillip R. Cabrera	For	For	Withhold	Withhold	WITHHOLD votes for Antonio del Valle Perochena and Phillip Cabrera are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Byline Bancorp, Inc.	06/04/2024	Management	3	Elect Director Antonio del Valle Perochena	For	For	Withhold	Withhold	WITHHOLD votes for Antonio del Valle Perochena and Phillip Cabrera are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Byline Bancorp, Inc.	06/04/2024	Management	4	Elect Director Mary Jo S. Herseth	For	For	For	For	WITHHOLD votes for Antonio del Valle Perochena and Phillip Cabrera are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Byline Bancorp, Inc.	06/04/2024	Management	5	Elect Director Margarita Hugues Velez	For	For	For	For	WITHHOLD votes for Antonio del Valle Perochena and Phillip Cabrera are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Byline Bancorp, Inc.	06/04/2024	Management	6	Elect Director Steven P. Kent	For	For	For	For	WITHHOLD votes for Antonio del Valle Perochena and Phillip Cabrera are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Byline Bancorp, Inc.	06/04/2024	Management	7	Elect Director William G. Kistner	For	For	For	For	WITHHOLD votes for Antonio del Valle Perochena and Phillip Cabrera are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Byline Bancorp, Inc.	06/04/2024	Management	8	Elect Director Alberto J. Paracchini	For	For	For	For	WITHHOLD votes for Antonio del Valle Perochena and Phillip Cabrera are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Byline Bancorp, Inc.	06/04/2024	Management	9	Elect Director Pamela C. Stewart	For	For	For	For	WITHHOLD votes for Antonio del Valle Perochena and Phillip Cabrera are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Byline Bancorp, Inc.	06/04/2024	Management	10	Elect Director Carlos Ruiz Sacristan	For	For	For	For	WITHHOLD votes for Antonio del Valle Perochena and Phillip Cabrera are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Byline Bancorp, Inc.	06/04/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Byline Bancorp, Inc.	06/04/2024	Management	12	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
C&F Financial Corporation	04/16/2024	Management	1	Elect Director Larry G. Dillon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Larry Dillon and C. Elis Olsson are warranted for lack of a majority independent board. WITHHOLD votes for C. Elis Olsson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C&F Financial Corporation	04/16/2024	Management	2	Elect Director C. Elis Olsson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Larry Dillon and C. Elis Olsson are warranted for lack of a majority independent board. WITHHOLD votes for C. Elis Olsson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C&F Financial Corporation	04/16/2024	Management	3	Elect Director D. Anthony Peay	For	For	For	For	WITHHOLD votes for non-independent nominees Larry Dillon and C. Elis Olsson are warranted for lack of a majority independent board. WITHHOLD votes for C. Elis Olsson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C&F Financial Corporation	04/16/2024	Management	4	Elect Director Jeffery O. Smith	For	For	For	For	WITHHOLD votes for non-independent nominees Larry Dillon and C. Elis Olsson are warranted for lack of a majority independent board. WITHHOLD votes for C. Elis Olsson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C&F Financial Corporation	04/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
C&F Financial Corporation	04/16/2024	Management	6	Ratify Yount, Hyde & Barbour, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	1	Elect Director James J. Barber, Jr.	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	2	Elect Director David P. Bozeman	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	3	Elect Director Kermit R. Crawford	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	4	Elect Director Timothy C. Gokey	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	5	Elect Director Mark A. Goodburn	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	6	Elect Director Mary J. Steele Guilfoile	For	For	Against	Against	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	7	Elect Director Jodee A. Kozlak	For	For	Against	Against	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	8	Elect Director Henry J. Maier	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	9	Elect Director Michael H. McGarry	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	10	Elect Director Paige K. Robbins	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	11	Elect Director Paula C. Tolliver	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	12	Elect Director Henry W. "Jay" Winship	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Cabot Corporation	03/07/2024	Management	1	Elect Director Cynthia A. Arnold	For	For	For	For	A vote FOR all director nominees is warranted.
Cabot Corporation	03/07/2024	Management	2	Elect Director Douglas G. Del Grosso	For	For	For	For	A vote FOR all director nominees is warranted.
Cabot Corporation	03/07/2024	Management	3	Elect Director Christine Y. Yan	For	For	For	For	A vote FOR all director nominees is warranted.
Cabot Corporation	03/07/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Cabot Corporation	03/07/2024	Management	5	Approve Non-Employee Director Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Cabot Corporation	03/07/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cactus, Inc.	05/14/2024	Management	1	Elect Director Michael McGovern	For	For	Withhold	Withhold	WITHHOLD votes for Michael (Mike) McGovern are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cactus, Inc.	05/14/2024	Management	2	Elect Director John (Andy) O'Donnell	For	For	For	For	WITHHOLD votes for Michael (Mike) McGovern are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cactus, Inc.	05/14/2024	Management	3	Elect Director Tym Tombar	For	For	For	For	WITHHOLD votes for Michael (Mike) McGovern are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cactus, Inc.	05/14/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cactus, Inc.	05/14/2024	Management	5	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Cactus, Inc.	05/14/2024	Management	6	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirements enhances shareholder rights.
Cactus, Inc.	05/14/2024	Management	7	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Cactus, Inc.	05/14/2024	Management	8	Amend Charter and Bylaws to Delete Waiver of Business Opportunity and Eliminate Provision that are Inoperative or No Longer in Effect	For	For	For	For	A vote FOR this proposal is warranted as the amendments appear administrative and routine in nature, and do not raise concerns regarding shareholder rights.
Cactus, Inc.	05/14/2024	Management	9	Opt Into Section 203 of the Delaware General Corporation Law	For	Against	Against	Against	A vote AGAINST this proposal is warranted as opting into Section 203 of the DGCL may discourage or limit takeover attempts and insulate management from presenting prospective transactions that are favorable to shareholders.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cactus, Inc.	05/14/2024	Management	10	Amend Charter to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Cadeler A/S	02/20/2024	Management	2	Elect Chairman of Meeting	For	For	For	Do Not Vote	This is a routine meeting formality.
Cadeler A/S	02/20/2024	Management	3	Elect Emanuele Lauro as New Director	For	For	For	Do Not Vote	A QUALIFIED vote FOR the election of Emanuele Lauro as vice chair and James Nish as director is warranted despite the lack of gender diversity on the board because: * There are no concerns regarding the suitability of these candidates. * The election of the proposed candidates is a part of the business combination agreement with Eneti Inc. * If the gender diversity issue is not addressed and resolved before/at the annual general meeting, scheduled to be held during April 2024, shareholders will be able to raise their concerns and express any dissent towards the board composition at the AGM.
Cadeler A/S	02/20/2024	Management	4	Elect James Nish as New Director	For	For	For	Do Not Vote	A QUALIFIED vote FOR the election of Emanuele Lauro as vice chair and James Nish as director is warranted despite the lack of gender diversity on the board because: * There are no concerns regarding the suitability of these candidates. * The election of the proposed candidates is a part of the business combination agreement with Eneti Inc. * If the gender diversity issue is not addressed and resolved before/at the annual general meeting, scheduled to be held during April 2024, shareholders will be able to raise their concerns and express any dissent towards the board composition at the AGM.
Cadeler A/S	02/20/2024	Management	5	Elect Emanuele Lauro as Vice Chair	For	For	For	Do Not Vote	A QUALIFIED vote FOR the election of Emanuele Lauro as vice chair and James Nish as director is warranted despite the lack of gender diversity on the board because: * There are no concerns regarding the suitability of these candidates. * The election of the proposed candidates is a part of the business combination agreement with Eneti Inc. * If the gender diversity issue is not addressed and resolved before/at the annual general meeting, scheduled to be held during April 2024, shareholders will be able to raise their concerns and express any dissent towards the board composition at the AGM.
Cadeler A/S	02/20/2024	Management	6	Amend Articles	For	For	For	Do Not Vote	A vote FOR this proposal is warranted because the proposed changes are neutral in terms of shareholder value and rights.
Cadeler A/S	02/20/2024	Management	7	Adopt New Articles of Association	For	For	For	Do Not Vote	A vote FOR this proposal is warranted because the proposed changes are neutral in terms of shareholder value and rights.
Cadeler A/S	04/23/2024	Management	2	Elect Chairman of Meeting	For	For	For	Do Not Vote	This is a routine meeting formality.
Cadeler A/S	04/23/2024	Management	3	Receive Report of Board					
Cadeler A/S	04/23/2024	Management	4	Accept Financial Statements and Statutory Reports	For	For	For	Do Not Vote	A vote FOR the approval of the annual accounts is warranted due to a lack of concern regarding the accounts presented or audit procedures used.
Cadeler A/S	04/23/2024	Management	5	Approve Allocation of Income and Omission of Dividends	For	For	For	Do Not Vote	A vote FOR the omission of dividend is warranted because the company prefers to invest in growth at this moment.
Cadeler A/S	04/23/2024	Management	6	Approve Remuneration Report (Advisory Vote)	For	Against	Against	Do Not Vote	A vote AGAINST this item is warranted due to the following: * Significant base salary increases for consecutive years; * Lack of disclosure of performance metrics, weights and targets for the variable remuneration; * Insufficient vesting period of long-term incentive grants; and * The presence of transaction bonuses.
Cadeler A/S	04/23/2024	Management	7	Approve Discharge of Management and Board	For	For	For	Do Not Vote	A vote FOR this proposal is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.
Cadeler A/S	04/23/2024	Management	8	Approve Remuneration of Directors; Approve Remuneration for Committee Work	For	Against	Against	Do Not Vote	A vote AGAINST this item is warranted, as the proposed director fees can be considered excessive in relation to comparable domestic peers.
Cadeler A/S	04/23/2024	Management	9	Reelect Ditlev Wedell-Wedellsborg as Director	For	For	For	Do Not Vote	A vote FOR all director nominees is warranted.
Cadeler A/S	04/23/2024	Management	10	Elect Colette Cohen as New Director	For	For	For	Do Not Vote	A vote FOR all director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cadeler A/S	04/23/2024	Management	11	Reelect Andreas Sohmen-Pao as Board Chairman	For	Abstain	Abstain	Do Not Vote	An ABSTAIN vote is warranted for Andreas Sohmen-Pao for serving as a non-independent board chair. An ABSTAIN vote is warranted for this item since the proposed chairman is considered overboarded, given his five chairmanships.
Cadeler A/S	04/23/2024	Management	12	Reelect Emanuele Lauro as Vice Chairman	For	For	For	Do Not Vote	A vote FOR this item is warranted because there are no concerns with the election of this individual as vice board chairman.
Cadeler A/S	04/23/2024	Management	13	Reelect Bjarte Boe as Member of the Nomination Committee	For	For	For	Do Not Vote	A vote FOR this item is warranted, because of a lack of controversy regarding the nominating committee.
Cadeler A/S	04/23/2024	Management	14	Reelect Elaine Yew Wen Suen as Member of the Nomination Committee	For	For	For	Do Not Vote	A vote FOR this item is warranted, because of a lack of controversy regarding the nominating committee.
Cadeler A/S	04/23/2024	Management	15	Ratify Ernst & Young as Auditors	For	For	For	Do Not Vote	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Cadeler A/S	04/23/2024	Management	16	Authorize Share Repurchase Program	For	For	For	Do Not Vote	A vote FOR this proposal to repurchase company shares is warranted, as the proposal includes acceptable holding, volume, and duration limits.
Cadeler A/S	04/23/2024	Management	17	Approve Creation of up to DKK 70.2 Million Pool of Capital without Preemptive Rights	For	Against	Against	Do Not Vote	A vote AGAINST this issuance authorization is warranted because the potential share capital increase is excessive.
Cadeler A/S	04/23/2024	Management	18	Approve Creation of up to DKK 70.2 Million Pool of Capital with Preemptive Rights	For	For	For	Do Not Vote	A vote FOR this issuance authorization is warranted because the potential share capital increase is not excessive.
Cadeler A/S	04/23/2024	Management	19	Amend Articles Re: The Authorizations under Items 12.a and 12.b Can Maximum Increase Share Capital with DKK 70.2 Million in Total	For	For	For	Do Not Vote	A vote FOR this proposal is warranted because the proposal stipulates a maximum 20 percent dilution limit between both issuance authorizations. Such a limitation is positive as the risk of excessive dilution is reduced.
Cadeler A/S	04/23/2024	Management	20	Approve Guidelines for Incentive-Based Compensation for Executive Management and Board	For	Against	Against	Do Not Vote	A vote AGAINST this item is warranted due to the following: * Lack of disclosure of performance criteria regarding the variable remuneration; * Insufficient vesting period under the equity-based plan; and * Lack of disclosure regarding the performance period under the equity-based plan. Additional concerns are noted due to the presence of a capped discretionary mandate.
Cadeler A/S	04/23/2024	Management	21	Approve Indemnification of Members of the Board of Directors	For	For	For	Do Not Vote	A vote FOR this item is warranted, as the indemnification agreement specifies that the board directors and executive management covered under the indemnification will not be indemnified in cases of fraudulent actions, gross negligence, and deliberate or criminal actions.
Cadeler A/S	04/23/2024	Management	22	Approve Indemnification of Executive Management	For	For	For	Do Not Vote	A vote FOR this item is warranted, as the indemnification agreement specifies that the board directors and executive management covered under the indemnification will not be indemnified in cases of fraudulent actions, gross negligence, and deliberate or criminal actions.
Cadeler A/S	04/23/2024	Management	23	Amend Articles Re: Indemnification Scheme	For	For	For	Do Not Vote	A vote FOR this proposal is warranted because the proposed addition to the articles of association is aligned with good practice.
Cadeler A/S	04/23/2024	Management	24	Amend Remuneration Policy (Indemnification Scheme)	For	For	For	Do Not Vote	A vote FOR this item is warranted, as the remuneration policy specifies that the board directors and executive management covered under the indemnification will not be indemnified in cases of fraudulent actions, gross negligence, and deliberate or criminal actions.
Cadeler A/S	04/23/2024	Management	25	Amend Articles	For	For	For	Do Not Vote	A vote FOR this proposal is warranted because the proposed changes are neutral in terms of shareholder value and rights.
Cadeler A/S	04/23/2024	Management	26	Other Business					
Cadence Bank	04/24/2024	Management	1	Elect Director Charlotte N. Corley	For	For	For	For	WITHHOLD votes for Keith Jackson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/24/2024	Management	2	Elect Director Joseph W. Evans	For	For	For	For	WITHHOLD votes for Keith Jackson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/24/2024	Management	3	Elect Director Virginia A. Hepner	For	For	For	For	WITHHOLD votes for Keith Jackson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/24/2024	Management	4	Elect Director Keith J. Jackson	For	For	Withhold	Withhold	WITHHOLD votes for Keith Jackson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/24/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cadence Bank	04/24/2024	Management	6	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Cadence Bank	04/24/2024	Management	7	Amend Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted. The right to act by written consent is a powerful tool for shareholders and is generally considered good governance. Additionally, the company does not have a shareholder who could abuse the written consent right.
Cadence Bank	04/24/2024	Management	8	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
Cadence Bank	04/24/2024	Management	9	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Cadre Holdings, Inc.	05/31/2024	Management	1	Elect Director Warren B. Kanders	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Warren Kanders, Nicholas Sokolow and Hamish Norton are warranted for lack of a majority independent board. WITHHOLD votes for Nicholas Sokolow and Hamish Norton are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair Nicholas Sokolow are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Nominating Committee chair Nicholas Sokolow are finally warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Cadre Holdings, Inc.	05/31/2024	Management	2	Elect Director Nicholas Sokolow	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Warren Kanders, Nicholas Sokolow and Hamish Norton are warranted for lack of a majority independent board. WITHHOLD votes for Nicholas Sokolow and Hamish Norton are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair Nicholas Sokolow are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Nominating Committee chair Nicholas Sokolow are finally warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Cadre Holdings, Inc.	05/31/2024	Management	3	Elect Director William Quigley	For	For	For	For	WITHHOLD votes for non-independent nominees Warren Kanders, Nicholas Sokolow and Hamish Norton are warranted for lack of a majority independent board. WITHHOLD votes for Nicholas Sokolow and Hamish Norton are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair Nicholas Sokolow are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Nominating Committee chair Nicholas Sokolow are finally warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Cadre Holdings, Inc.	05/31/2024	Management	4	Elect Director Hamish Norton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Warren Kanders, Nicholas Sokolow and Hamish Norton are warranted for lack of a majority independent board. WITHHOLD votes for Nicholas Sokolow and Hamish Norton are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair Nicholas Sokolow are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Nominating Committee chair Nicholas Sokolow are finally warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cadre Holdings, Inc.	05/31/2024	Management	5	Elect Director Deborah A. DeCotis	For	For	For	For	WITHHOLD votes for non-independent nominees Warren Kanders, Nicholas Sokolow and Hamish Norton are warranted for lack of a majority independent board. WITHHOLD votes for Nicholas Sokolow and Hamish Norton are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair Nicholas Sokolow are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Nominating Committee chair Nicholas Sokolow are finally warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Cadre Holdings, Inc.	05/31/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Calavo Growers, Inc.	04/24/2024	Management	1	Elect Director Farha Aslam	For	For	For	For	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, Michael DiGregorio, James Helin and J. Link Leavens are warranted for lack of a majority independent board. WITHHOLD votes for Marc Brown, Michael DiGregorio and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/24/2024	Management	2	Elect Director Marc L. Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, Michael DiGregorio, James Helin and J. Link Leavens are warranted for lack of a majority independent board. WITHHOLD votes for Marc Brown, Michael DiGregorio and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/24/2024	Management	3	Elect Director Michael A. DiGregorio	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, Michael DiGregorio, James Helin and J. Link Leavens are warranted for lack of a majority independent board. WITHHOLD votes for Marc Brown, Michael DiGregorio and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/24/2024	Management	4	Elect Director James Helin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, Michael DiGregorio, James Helin and J. Link Leavens are warranted for lack of a majority independent board. WITHHOLD votes for Marc Brown, Michael DiGregorio and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/24/2024	Management	5	Elect Director Steven Hollister	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, Michael DiGregorio, James Helin and J. Link Leavens are warranted for lack of a majority independent board. WITHHOLD votes for Marc Brown, Michael DiGregorio and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/24/2024	Management	6	Elect Director Kathleen M. Holmgren	For	For	For	For	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, Michael DiGregorio, James Helin and J. Link Leavens are warranted for lack of a majority independent board. WITHHOLD votes for Marc Brown, Michael DiGregorio and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/24/2024	Management	7	Elect Director J. Link Leavens	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, Michael DiGregorio, James Helin and J. Link Leavens are warranted for lack of a majority independent board. WITHHOLD votes for Marc Brown, Michael DiGregorio and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Calavo Growers, Inc.	04/24/2024	Management	8	Elect Director Adriana Mendizabal	For	For	For	For	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, Michael DiGregorio, James Helin and J. Link Leavens are warranted for lack of a majority independent board. WITHHOLD votes for Marc Brown, Michael DiGregorio and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/24/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Calavo Growers, Inc.	04/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Calavo Growers, Inc.	04/24/2024	Management	11	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Caledonia Mining Corporation Plc	05/07/2024	Management	1	Re-elect Mark Learmonth as Director	For	For	Against	Against	Votes AGAINST non-independent nominees John Kelly, Mark Learmonth, Victor Gapare, and Johan Holtzhausen are warranted for lack of a majority independent board. Votes AGAINST John Kelly and Johan Holtzhausen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Kelly are additionally warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/07/2024	Management	2	Re-elect John Kelly as Director	For	Abstain	Against	Against	Votes AGAINST non-independent nominees John Kelly, Mark Learmonth, Victor Gapare, and Johan Holtzhausen are warranted for lack of a majority independent board. Votes AGAINST John Kelly and Johan Holtzhausen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Kelly are additionally warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/07/2024	Management	3	Re-elect Johan Holtzhausen as Director	For	Against	Against	Against	Votes AGAINST non-independent nominees John Kelly, Mark Learmonth, Victor Gapare, and Johan Holtzhausen are warranted for lack of a majority independent board. Votes AGAINST John Kelly and Johan Holtzhausen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Kelly are additionally warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/07/2024	Management	4	Re-elect Nick Clarke as Director	For	For	For	For	Votes AGAINST non-independent nominees John Kelly, Mark Learmonth, Victor Gapare, and Johan Holtzhausen are warranted for lack of a majority independent board. Votes AGAINST John Kelly and Johan Holtzhausen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Kelly are additionally warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/07/2024	Management	5	Re-elect Geralda Wildschutt as Director	For	For	For	For	Votes AGAINST non-independent nominees John Kelly, Mark Learmonth, Victor Gapare, and Johan Holtzhausen are warranted for lack of a majority independent board. Votes AGAINST John Kelly and Johan Holtzhausen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Kelly are additionally warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/07/2024	Management	6	Re-elect Gordon Wylie as Director	For	For	For	For	Votes AGAINST non-independent nominees John Kelly, Mark Learmonth, Victor Gapare, and Johan Holtzhausen are warranted for lack of a majority independent board. Votes AGAINST John Kelly and Johan Holtzhausen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Kelly are additionally warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Caledonia Mining Corporation Plc	05/07/2024	Management	7	Re-elect Victor Gapare as Director	For	For	Against	Against	Votes AGAINST non-independent nominees John Kelly, Mark Learmonth, Victor Gapare, and Johan Holtzhausen are warranted for lack of a majority independent board. Votes AGAINST John Kelly and Johan Holtzhausen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Kelly are additionally warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/07/2024	Management	8	Elect Tariro Gadzikwa as Director	For	For	For	For	Votes AGAINST non-independent nominees John Kelly, Mark Learmonth, Victor Gapare, and Johan Holtzhausen are warranted for lack of a majority independent board. Votes AGAINST John Kelly and Johan Holtzhausen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Kelly are additionally warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/07/2024	Management	9	Ratify BDO South Africa Inc as Auditors and Authorise Their Remuneration	For	For	For	For	A vote FOR this item is warranted as no significant concerns have been identified.
Caledonia Mining Corporation Plc	05/07/2024	Management	10	Re-elect Johan Holtzhausen as Member of the Audit Committee	For	Against	Against	Against	A vote AGAINST Johan Holtzhausen is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/07/2024	Management	11	Elect Gordon Wylie as Member of the Audit Committee	For	For	For	For	A vote AGAINST Johan Holtzhausen is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/07/2024	Management	12	Re-elect Geralda Wildschutt as Member of the Audit Committee	For	For	For	For	A vote AGAINST Johan Holtzhausen is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/07/2024	Management	13	Elect Tariro Gadzikwa as Member of the Audit Committee	For	For	For	For	A vote AGAINST Johan Holtzhausen is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
California First Leasing Corporation	01/31/2024	Management	1	Elect Director Patrick E. Paddon	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee. In the absence of a nominating committee, WITHHOLD votes for chairman of the board Patrick Paddon are further warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry and Harris Ravine are warranted for neglecting to include auditor ratification on the proxy ballot.
California First Leasing Corporation	01/31/2024	Management	2	Elect Director Glen T. Tsuma	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee. In the absence of a nominating committee, WITHHOLD votes for chairman of the board Patrick Paddon are further warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry and Harris Ravine are warranted for neglecting to include auditor ratification on the proxy ballot.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
California First Leasing Corporation	01/31/2024	Management	3	Elect Director Michael H. Lowry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee. In the absence of a nominating committee, WITHHOLD votes for chairman of the board Patrick Paddon are further warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry and Harris Ravine are warranted for neglecting to include auditor ratification on the proxy ballot.
California First Leasing Corporation	01/31/2024	Management	4	Elect Director Harris Ravine	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee. In the absence of a nominating committee, WITHHOLD votes for chairman of the board Patrick Paddon are further warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry and Harris Ravine are warranted for neglecting to include auditor ratification on the proxy ballot.
California First Leasing Corporation	01/31/2024	Management	5	Elect Director Danilo Cacciamatta	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee. In the absence of a nominating committee, WITHHOLD votes for chairman of the board Patrick Paddon are further warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry and Harris Ravine are warranted for neglecting to include auditor ratification on the proxy ballot.
California First Leasing Corporation	01/31/2024	Management	6	Elect Director Robert W. Kelley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee. In the absence of a nominating committee, WITHHOLD votes for chairman of the board Patrick Paddon are further warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry and Harris Ravine are warranted for neglecting to include auditor ratification on the proxy ballot.
California Resources Corporation	05/03/2024	Management	1	Elect Director Andrew B. Bremner	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	05/03/2024	Management	2	Elect Director Tiffany (TJ) Thom Cepak	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	05/03/2024	Management	3	Elect Director James N. Chapman	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	05/03/2024	Management	4	Elect Director Christian S. Kendall	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	05/03/2024	Management	5	Elect Director Francisco J. Leon	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	05/03/2024	Management	6	Elect Director Mark A. (Mac) McFarland	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	05/03/2024	Management	7	Elect Director Nicole Neeman Brady	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	05/03/2024	Management	8	Elect Director William B. Roby	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	05/03/2024	Management	9	Elect Director Alejandra (Ale) Veltmann	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	05/03/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
California Resources Corporation	05/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
California Water Service Group	05/29/2024	Management	1	Elect Director Gregory E. Aliff	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/29/2024	Management	2	Elect Director Shelly M. Esque	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/29/2024	Management	3	Elect Director Jeffrey Kightlinger	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/29/2024	Management	4	Elect Director Martin A. Kropelnicki	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/29/2024	Management	5	Elect Director Thomas M. Krummel	For	For	Against	Against	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/29/2024	Management	6	Elect Director Yvonne (Bonnie) A. Maldonado	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/29/2024	Management	7	Elect Director Scott L. Morris	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/29/2024	Management	8	Elect Director Charles R. Patton	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/29/2024	Management	9	Elect Director Carol M. Pottenger	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/29/2024	Management	10	Elect Director Lester A. Snow	For	For	Against	Against	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/29/2024	Management	11	Elect Director Patricia K. Wagner	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/29/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. In addition, concerns are also raised with respect to the provision of an inordinate amount of auto-related perquisites to the CEO and the continued use of above-median benchmarking for total compensation.
California Water Service Group	05/29/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
California Water Service Group	05/29/2024	Management	14	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Calix, Inc.	05/09/2024	Management	1	Elect Director Rajatish Mukherjee	For	For	For	For	A vote FOR the director nominees is warranted.
Calix, Inc.	05/09/2024	Management	2	Elect Director Kevin Peters	For	For	For	For	A vote FOR the director nominees is warranted.
Calix, Inc.	05/09/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Calix, Inc.	05/09/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Callon Petroleum Company	03/27/2024	Management	1	Approve Merger Agreement	For	For	For	For	The sales process appears reasonable, the merger consideration represented a premium at announcement, the strategic rationale is sound, the merger is expected to generate meaningful cost synergies and be accretive, and the equity form of consideration allows shareholders to participate in the upside potential of the combined company. As such, support FOR the proposed transaction is warranted.
Callon Petroleum Company	03/27/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. Additionally, outstanding equity and long-term cash awards are double trigger.
Callon Petroleum Company	03/27/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Cambium Networks Corporation	06/06/2024	Management	1	Elect Director Robert Amen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Amen and Morgan Kurk are warranted for lack of a majority independent board. WITHHOLD votes are further warranted for chairman of the board Robert Amen for failing to establish gender diversity on the board. A vote FOR Vikram Verma is warranted.
Cambium Networks Corporation	06/06/2024	Management	2	Elect Director Vikram Verma	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Amen and Morgan Kurk are warranted for lack of a majority independent board. WITHHOLD votes are further warranted for chairman of the board Robert Amen for failing to establish gender diversity on the board. A vote FOR Vikram Verma is warranted.
Cambium Networks Corporation	06/06/2024	Management	3	Elect Director Morgan Kurk	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Amen and Morgan Kurk are warranted for lack of a majority independent board. WITHHOLD votes are further warranted for chairman of the board Robert Amen for failing to establish gender diversity on the board. A vote FOR Vikram Verma is warranted.
Cambium Networks Corporation	06/06/2024	Management	4	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Cambridge Bancorp	02/28/2024	Management	1	Approve Merger Agreement	For	For	For	For	While the lack of an auction process raises some concerns, a vote FOR this proposal is warranted in light of the compelling strategic rationale, the equity form of consideration, which provides for continued participation in the upside potential of the combined company, and the potential downside risks to non-approval.
Cambridge Bancorp	02/28/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, outstanding equity awards will be converted to awards of the acquiring company and will remain subject to double-trigger vesting acceleration.
Cambridge Bancorp	02/28/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given the underlying transaction merits support.
Camden National Corporation	05/21/2024	Management	1	Elect Director Simon R. Griffiths	For	For	For	For	A vote FOR all director nominees is warranted.
Camden National Corporation	05/21/2024	Management	2	Elect Director Rebecca K. Hatfield	For	For	For	For	A vote FOR all director nominees is warranted.
Camden National Corporation	05/21/2024	Management	3	Elect Director S. Catherine Longley	For	For	For	For	A vote FOR all director nominees is warranted.
Camden National Corporation	05/21/2024	Management	4	Elect Director Robert D. Merrill	For	For	For	For	A vote FOR all director nominees is warranted.
Camden National Corporation	05/21/2024	Management	5	Elect Director Robin A. Sawyer	For	For	For	For	A vote FOR all director nominees is warranted.
Camden National Corporation	05/21/2024	Management	6	Elect Director Carl J. Soderberg	For	For	For	For	A vote FOR all director nominees is warranted.
Camden National Corporation	05/21/2024	Management	7	Elect Director Lawrence J. Sters	For	For	For	For	A vote FOR all director nominees is warranted.
Camden National Corporation	05/21/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Camden National Corporation	05/21/2024	Management	9	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Camping World Holdings, Inc.	05/14/2024	Management	1	Elect Director Andris A. Baltins	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andris Baltins and Brent Moody are warranted for lack of a majority independent board. WITHHOLD votes for Andris Baltins are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Andris Baltins are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the problematic capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee chair Andris Baltins are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominee Kathleen (Kathy) Lane is warranted.
Camping World Holdings, Inc.	05/14/2024	Management	2	Elect Director Kathleen S. Lane	For	For	For	For	WITHHOLD votes for non-independent nominees Andris Baltins and Brent Moody are warranted for lack of a majority independent board. WITHHOLD votes for Andris Baltins are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Andris Baltins are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the problematic capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee chair Andris Baltins are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominee Kathleen (Kathy) Lane is warranted.
Camping World Holdings, Inc.	05/14/2024	Management	3	Elect Director Brent L. Moody	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andris Baltins and Brent Moody are warranted for lack of a majority independent board. WITHHOLD votes for Andris Baltins are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Andris Baltins are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the problematic capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee chair Andris Baltins are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominee Kathleen (Kathy) Lane is warranted.
Camping World Holdings, Inc.	05/14/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Camping World Holdings, Inc.	05/14/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Capital Bancorp, Inc.	05/16/2024	Management	1	Elect Director Joshua B. Bernstein	For	Against	Against	Against	Votes AGAINST non-independent nominees Joshua Bernstein and Scot Browning are warranted for lack of a majority independent board. Votes AGAINST Joshua Bernstein are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Joshua Bernstein and Fred Lewis are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights. A vote FOR Mary Ann Scully is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Capital Bancorp, Inc.	05/16/2024	Management	2	Elect Director Scot R. Browning	For	For	Against	Against	Votes AGAINST non-independent nominees Joshua Bernstein and Scot Browning are warranted for lack of a majority independent board. Votes AGAINST Joshua Bernstein are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Joshua Bernstein and Fred Lewis are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights. A vote FOR Mary Ann Scully is warranted.
Capital Bancorp, Inc.	05/16/2024	Management	3	Elect Director Fred J. Lewis	For	Against	Against	Against	Votes AGAINST non-independent nominees Joshua Bernstein and Scot Browning are warranted for lack of a majority independent board. Votes AGAINST Joshua Bernstein are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Joshua Bernstein and Fred Lewis are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights. A vote FOR Mary Ann Scully is warranted.
Capital Bancorp, Inc.	05/16/2024	Management	4	Elect Director Mary Ann Scully	For	For	For	For	Votes AGAINST non-independent nominees Joshua Bernstein and Scot Browning are warranted for lack of a majority independent board. Votes AGAINST Joshua Bernstein are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Joshua Bernstein and Fred Lewis are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights. A vote FOR Mary Ann Scully is warranted.
Capital Bancorp, Inc.	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Capital Bancorp, Inc.	05/16/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Capital Bancorp, Inc.	05/16/2024	Management	7	Ratify Elliott Davis, PLLC as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Capital City Bank Group, Inc.	04/23/2024	Management	1	Elect Director Robert Antoine	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/23/2024	Management	2	Elect Director Thomas A. Barron	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/23/2024	Management	3	Elect Director William F. Butler	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/23/2024	Management	4	Elect Director Stanley W. Connally, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/23/2024	Management	5	Elect Director Marshall M. Criser, III	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/23/2024	Management	6	Elect Director Kimberly A. Crowell	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/23/2024	Management	7	Elect Director Bonnie J. Davenport	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/23/2024	Management	8	Elect Director William Eric Grant	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/23/2024	Management	9	Elect Director Laura L. Johnson	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/23/2024	Management	10	Elect Director John G. Sample, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/23/2024	Management	11	Elect Director William G. Smith, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/23/2024	Management	12	Elect Director Ashbel C. Williams	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/23/2024	Management	13	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Capitol Federal Financial, Inc.	01/23/2024	Management	1	Elect Director Morris J. Huey, II	For	For	Against	Against	Votes AGAINST non-independent nominees Morris Huey II and Carlton Ricketts are warranted for lack of a majority independent board. Votes AGAINST Morris Huey II and Carlton Ricketts are also warranted for serving as non-independent members of a key board committee.
Capitol Federal Financial, Inc.	01/23/2024	Management	2	Elect Director Carlton A. Ricketts	For	Against	Against	Against	Votes AGAINST non-independent nominees Morris Huey II and Carlton Ricketts are warranted for lack of a majority independent board. Votes AGAINST Morris Huey II and Carlton Ricketts are also warranted for serving as non-independent members of a key board committee.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Capitol Federal Financial, Inc.	01/23/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: - The company provided the CEO an inordinate amount of life insurance perquisites. - The company provided tax gross-up payment for the CEO's life insurance perquisite. - The company maintains legacy agreements that contain an excessive severance payout basis change-in-control provision. - Equity awards allow for auto-accelerated vesting upon a change-in-control event. - The company did not condition vesting of long-term awards on achievement of performance goals.
Capitol Federal Financial, Inc.	01/23/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CapStar Financial Holdings, Inc.	02/29/2024	Management	1	Approve Merger Agreement	For	For	For	For	Support FOR the transaction is warranted. The consideration currently represents a premium to the 52-week high; the transaction is expected to be accretive to EPS and dividends per share for CSTR shareholders, and the equity form of consideration allows shareholders an opportunity to participate in the upside of a larger entity.
CapStar Financial Holdings, Inc.	02/29/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While the CEO is expected to receive certain single-trigger cash payments upon the transaction, cash severance is double trigger and reasonably based. Further no excise tax gross ups are payable. Lastly, while a portion of equity awards will vest upon the merger, performance awards vest based on actual performance and time vesting RSUs are double trigger.
CapStar Financial Holdings, Inc.	02/29/2024	Management	3	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
CareDx, Inc.	06/13/2024	Management	1	Elect Director George W. Bickerstaff, III	For	For	For	For	A vote FOR all director nominees is warranted.
CareDx, Inc.	06/13/2024	Management	2	Elect Director Christine M. Cournoyer	For	For	For	For	A vote FOR all director nominees is warranted.
CareDx, Inc.	06/13/2024	Management	3	Elect Director Hannah A. Valantine	For	For	For	For	A vote FOR all director nominees is warranted.
CareDx, Inc.	06/13/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CareDx, Inc.	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
CareDx, Inc.	06/13/2024	Management	6	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.48 percent is excessive. * The company's three-year average burn rate is excessive.
CarGurus, Inc.	06/05/2024	Management	1	Elect Director Lori Hickok	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominee Jason Trevisan are warranted due to the company's lack of a formal nominating committee. In the absence of a Governance Committee, WITHHOLD votes are warranted for Jason Trevisan, Lori Hickok, and Greg Schwartz for the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure, the classified board, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
CarGurus, Inc.	06/05/2024	Management	2	Elect Director Greg Schwartz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominee Jason Trevisan are warranted due to the company's lack of a formal nominating committee. In the absence of a Governance Committee, WITHHOLD votes are warranted for Jason Trevisan, Lori Hickok, and Greg Schwartz for the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure, the classified board, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
CarGurus, Inc.	06/05/2024	Management	3	Elect Director Jason Trevisan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominee Jason Trevisan are warranted due to the company's lack of a formal nominating committee. In the absence of a Governance Committee, WITHHOLD votes are warranted for Jason Trevisan, Lori Hickok, and Greg Schwartz for the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure, the classified board, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CarGurus, Inc.	06/05/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CarGurus, Inc.	06/05/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
CarGurus, Inc.	06/05/2024	Management	6	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Caribou Biosciences, Inc.	06/13/2024	Management	1	Elect Director Rachel Haurwitz	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Dara Richardson-Heron and Natalie Sacks given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Rachel Haurwitz, is warranted.
Caribou Biosciences, Inc.	06/13/2024	Management	2	Elect Director Dara Richardson-Heron	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Dara Richardson-Heron and Natalie Sacks given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Rachel Haurwitz, is warranted.
Caribou Biosciences, Inc.	06/13/2024	Management	3	Elect Director Natalie Sacks	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Dara Richardson-Heron and Natalie Sacks given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Rachel Haurwitz, is warranted.
Caribou Biosciences, Inc.	06/13/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CarParts.com, Inc.	05/23/2024	Management	1	Elect Director David Meniane	For	For	For	For	WITHHOLD votes for Warren (Barry) Phelps III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CarParts.com, Inc.	05/23/2024	Management	2	Elect Director Warren "Barry" Phelps, III	For	For	Withhold	Withhold	WITHHOLD votes for Warren (Barry) Phelps III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CarParts.com, Inc.	05/23/2024	Management	3	Elect Director Lisa Costa	For	For	For	For	WITHHOLD votes for Warren (Barry) Phelps III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CarParts.com, Inc.	05/23/2024	Management	4	Ratify Tax Benefits Preservation Plan	For	For	For	For	A vote FOR this proposal is warranted as the proposed duration of the NOL pill is reasonable and the value of the NOLs to be protected is material.
CarParts.com, Inc.	05/23/2024	Management	5	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CarParts.com, Inc.	05/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Carriage Services, Inc.	05/14/2024	Management	1	Elect Director Julie Sanders	For	For	For	For	A vote FOR all director nominees is warranted.
Carriage Services, Inc.	05/14/2024	Management	2	Elect Director Somer Webb	For	For	For	For	A vote FOR all director nominees is warranted.
Carriage Services, Inc.	05/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Carriage Services, Inc.	05/14/2024	Management	4	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Carrols Restaurant Group, Inc.	05/14/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. The company appears to have conducted a reasonably thorough strategic review that sufficiently mitigated conflicts of interest, the cash form of consideration offers liquidity and certainty of value, and the market reaction was positive.
Carrols Restaurant Group, Inc.	05/14/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. Although equity awards will accelerate on a single trigger basis, performance shares will be deemed earned at target or actual performance.
Cars.com Inc.	06/05/2024	Management	1	Elect Director Jerri DeVard	For	For	For	For	A vote FOR the director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cars.com Inc.	06/05/2024	Management	2	Elect Director Scott E. Forbes	For	For	For	For	A vote FOR the director nominees is warranted.
Cars.com Inc.	06/05/2024	Management	3	Elect Director Jill Greenthal	For	For	For	For	A vote FOR the director nominees is warranted.
Cars.com Inc.	06/05/2024	Management	4	Elect Director Thomas Hale	For	For	For	For	A vote FOR the director nominees is warranted.
Cars.com Inc.	06/05/2024	Management	5	Elect Director Michael Kelly	For	For	For	For	A vote FOR the director nominees is warranted.
Cars.com Inc.	06/05/2024	Management	6	Elect Director Donald A. McGovern, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Cars.com Inc.	06/05/2024	Management	7	Elect Director Greg Revelle	For	For	For	For	A vote FOR the director nominees is warranted.
Cars.com Inc.	06/05/2024	Management	8	Elect Director Jenell R. Ross	For	For	For	For	A vote FOR the director nominees is warranted.
Cars.com Inc.	06/05/2024	Management	9	Elect Director Bala Subramanian	For	For	For	For	A vote FOR the director nominees is warranted.
Cars.com Inc.	06/05/2024	Management	10	Elect Director T. Alex Vetter	For	For	For	For	A vote FOR the director nominees is warranted.
Cars.com Inc.	06/05/2024	Management	11	Elect Director Bryan Wiener	For	For	For	For	A vote FOR the director nominees is warranted.
Cars.com Inc.	06/05/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cars.com Inc.	06/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Carter Bankshares, Inc.	05/22/2024	Management	1	Elect Director Michael R. Bird	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/22/2024	Management	2	Elect Director Kevin S. Bloomfield	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/22/2024	Management	3	Elect Director Robert M. Bolton	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/22/2024	Management	4	Elect Director Gregory W. Feldmann	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/22/2024	Management	5	Elect Director James W. Haskins	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/22/2024	Management	6	Elect Director Phyllis Q. Karavatakis	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/22/2024	Management	7	Elect Director Jacob A. Lutz, III	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/22/2024	Management	8	Elect Director E. Warren Matthews	For	For	Withhold	Withhold	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/22/2024	Management	9	Elect Director Catharine L. Midkiff	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/22/2024	Management	10	Elect Director Curtis E. Stephens	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/22/2024	Management	11	Elect Director Litz H. Van Dyke	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/22/2024	Management	12	Elect Director Elizabeth L. Walsh	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided tax gross-up payment for the CEO's auto-related perquisite. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
Carter Bankshares, Inc.	05/22/2024	Management	14	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Carter's, Inc.	05/16/2024	Management	1	Elect Director Rochester (Rock) Anderson, Jr.	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	2	Elect Director Jeffrey H. Black	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Carter's, Inc.	05/16/2024	Management	3	Elect Director Hali Borenstein	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	4	Elect Director Michael D. Casey	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	5	Elect Director Luis Borgen	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	6	Elect Director Jevin S. Eagle	For	For	Against	Against	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	7	Elect Director Mark P. Hipp	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	8	Elect Director William J. Montgoris	For	For	Against	Against	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	9	Elect Director Stacey S. Rauch	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	10	Elect Director Gretchen W. Schar	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	11	Elect Director Stephanie P. Stahl	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Carter's, Inc.	05/16/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Castle Biosciences, Inc.	05/23/2024	Management	1	Elect Director Daniel M. Bradbury	For	Withhold	Withhold	Withhold	In the absence of Governance Committee members on ballot, WITHHOLD votes are warranted for incumbent director nominee Daniel (Dan) Bradbury given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Rodney Cotton, is warranted.
Castle Biosciences, Inc.	05/23/2024	Management	2	Elect Director Rodney Cotton	For	For	For	For	In the absence of Governance Committee members on ballot, WITHHOLD votes are warranted for incumbent director nominee Daniel (Dan) Bradbury given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Rodney Cotton, is warranted.
Castle Biosciences, Inc.	05/23/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Castle Biosciences, Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Catalent, Inc.	01/25/2024	Management	1	Elect Director Michael J. Barber	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	2	Elect Director Steven K. Barg	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	3	Elect Director J. Martin Carroll	For	For	For	For	A vote FOR all director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Catalent, Inc.	01/25/2024	Management	4	Elect Director Rolf Classon	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	5	Elect Director Frank A. D'Amelio	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	6	Elect Director John J. Greisch	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	7	Elect Director Gregory T. Lucier	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	8	Elect Director Alessandro Maselli	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	9	Elect Director Donald E. Morel, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	10	Elect Director Stephanie Okey	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	11	Elect Director Michelle R. Ryan	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	12	Elect Director Jack Stahl	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Catalent, Inc.	01/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Catalent, Inc.	01/25/2024	Management	15	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Catalent, Inc.	05/29/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. The lack of additional offers following public disclosure of the ongoing strategic review largely mitigates concerns regarding the limited market check. Moreover, the cash form of consideration provides liquidity and certainty of value, the merger consideration represents a premium to the unaffected price, and there is a potential downside risk to non-approval.
Catalent, Inc.	05/29/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although unvested equity awards will accelerate on a single-trigger basis, cash severance is double trigger and reasonably based, no excise tax gross-ups are payable, and PSUs will be deemed earned at target or actual performance.
Catalent, Inc.	05/29/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted given the underlying transaction merits support.
Catalyst Pharmaceuticals, Inc.	05/21/2024	Management	1	Elect Director Richard J. Daly	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick McEnany, Richard (Rich) Daly, Charles O'Keeffe and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O'Keeffe and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Catalyst Pharmaceuticals, Inc.	05/21/2024	Management	2	Elect Director Patrick J. McEnany	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick McEnany, Richard (Rich) Daly, Charles O'Keeffe and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O'Keeffe and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Catalyst Pharmaceuticals, Inc.	05/21/2024	Management	3	Elect Director Donald A. Denkhau	For	For	For	For	Votes AGAINST non-independent nominees Patrick McEnany, Richard (Rich) Daly, Charles O'Keeffe and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O'Keeffe and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Catalyst Pharmaceuticals, Inc.	05/21/2024	Management	4	Elect Director Molly Harper	For	For	For	For	Votes AGAINST non-independent nominees Patrick McEnany, Richard (Rich) Daly, Charles O'Keeffe and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O'Keeffe and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Catalyst Pharmaceuticals, Inc.	05/21/2024	Management	5	Elect Director Charles B. O'Keeffe	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick McEnany, Richard (Rich) Daly, Charles O'Keeffe and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O'Keeffe and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Catalyst Pharmaceuticals, Inc.	05/21/2024	Management	6	Elect Director Tamar Thompson	For	For	For	For	Votes AGAINST non-independent nominees Patrick McEnany, Richard (Rich) Daly, Charles O'Keeffe and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O'Keeffe and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Catalyst Pharmaceuticals, Inc.	05/21/2024	Management	7	Elect Director David S. Tierney	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick McEnany, Richard (Rich) Daly, Charles O'Keeffe and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O'Keeffe and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Catalyst Pharmaceuticals, Inc.	05/21/2024	Management	8	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Catalyst Pharmaceuticals, Inc.	05/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Catalyst Pharmaceuticals, Inc.	05/21/2024	Management	10	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Catalyst Pharmaceuticals, Inc.	05/21/2024	Management	11	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Cathay General Bancorp	05/13/2024	Management	1	Elect Director Jane Jelenko	For	For	Against	Against	Votes AGAINST non-independent nominees Jane Jelenko, Anthony Tang and Peter Wu are warranted for lack of a majority independent board. Votes AGAINST Jane Jelenko are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cathay General Bancorp	05/13/2024	Management	2	Elect Director Ann Yee Kono	For	For	For	For	Votes AGAINST non-independent nominees Jane Jelenko, Anthony Tang and Peter Wu are warranted for lack of a majority independent board. Votes AGAINST Jane Jelenko are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cathay General Bancorp	05/13/2024	Management	3	Elect Director Anthony M. Tang	For	For	Against	Against	Votes AGAINST non-independent nominees Jane Jelenko, Anthony Tang and Peter Wu are warranted for lack of a majority independent board. Votes AGAINST Jane Jelenko are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cathay General Bancorp	05/13/2024	Management	4	Elect Director Shally Wang	For	For	For	For	Votes AGAINST non-independent nominees Jane Jelenko, Anthony Tang and Peter Wu are warranted for lack of a majority independent board. Votes AGAINST Jane Jelenko are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cathay General Bancorp	05/13/2024	Management	5	Elect Director Peter Wu	For	For	Against	Against	Votes AGAINST non-independent nominees Jane Jelenko, Anthony Tang and Peter Wu are warranted for lack of a majority independent board. Votes AGAINST Jane Jelenko are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cathay General Bancorp	05/13/2024	Management	6	Elect Director Elizabeth Woo	For	For	For	For	Votes AGAINST non-independent nominees Jane Jelenko, Anthony Tang and Peter Wu are warranted for lack of a majority independent board. Votes AGAINST Jane Jelenko are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cathay General Bancorp	05/13/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
Cathay General Bancorp	05/13/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CCC Intelligent Solutions Holdings Inc.	05/23/2024	Management	1	Elect Director Githesh Ramamurthy	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Githesh Ramamurthy for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee member Githesh Ramamurthy are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CCC Intelligent Solutions Holdings Inc.	05/23/2024	Management	2	Elect Director Eileen Schloss	For	For	For	For	WITHHOLD votes are warranted for Githesh Ramamurthy for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee member Githesh Ramamurthy are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CCC Intelligent Solutions Holdings Inc.	05/23/2024	Management	3	Elect Director Eric Wei	For	For	For	For	WITHHOLD votes are warranted for Githesh Ramamurthy for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee member Githesh Ramamurthy are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CCC Intelligent Solutions Holdings Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
CCC Intelligent Solutions Holdings Inc.	05/23/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CECO Environmental Corp.	05/20/2024	Management	1	Elect Director Jason DeZwirek	For	For	Against	Against	Votes AGAINST Jason DeZwirek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CECO Environmental Corp.	05/20/2024	Management	2	Elect Director Todd Gleason	For	For	For	For	Votes AGAINST Jason DeZwirek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CECO Environmental Corp.	05/20/2024	Management	3	Elect Director Robert E. Knowling, Jr.	For	For	For	For	Votes AGAINST Jason DeZwirek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CECO Environmental Corp.	05/20/2024	Management	4	Elect Director Claudio A. Mannarino	For	For	For	For	Votes AGAINST Jason DeZwirek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CECO Environmental Corp.	05/20/2024	Management	5	Elect Director Munish Nanda	For	For	For	For	Votes AGAINST Jason DeZwirek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CECO Environmental Corp.	05/20/2024	Management	6	Elect Director Valerie Gentile Sachs	For	For	For	For	Votes AGAINST Jason DeZwirek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CECO Environmental Corp.	05/20/2024	Management	7	Elect Director Laurie A. Siegel	For	For	For	For	Votes AGAINST Jason DeZwirek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CECO Environmental Corp.	05/20/2024	Management	8	Elect Director Richard F. Wallman	For	For	For	For	Votes AGAINST Jason DeZwirek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CECO Environmental Corp.	05/20/2024	Management	9	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
CECO Environmental Corp.	05/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
CECO Environmental Corp.	05/20/2024	Management	11	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Central Garden & Pet Company	02/13/2024	Management	1	Elect Director William E. Brown	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees William (Bill) Brown, Mary Beth Springer, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are warranted for all incumbent director nominees for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for William Brown as his ownership of the supervoting shares provide him with voting power control of the company.
Central Garden & Pet Company	02/13/2024	Management	2	Elect Director Courtnee Chun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees William (Bill) Brown, Mary Beth Springer, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are warranted for all incumbent director nominees for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for William Brown as his ownership of the supervoting shares provide him with voting power control of the company.
Central Garden & Pet Company	02/13/2024	Management	3	Elect Director Lisa Coleman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees William (Bill) Brown, Mary Beth Springer, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are warranted for all incumbent director nominees for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for William Brown as his ownership of the supervoting shares provide him with voting power control of the company.
Central Garden & Pet Company	02/13/2024	Management	4	Elect Director Brendan P. Dougher	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees William (Bill) Brown, Mary Beth Springer, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are warranted for all incumbent director nominees for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for William Brown as his ownership of the supervoting shares provide him with voting power control of the company.
Central Garden & Pet Company	02/13/2024	Management	5	Elect Director Michael J. Griffith	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees William (Bill) Brown, Mary Beth Springer, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are warranted for all incumbent director nominees for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for William Brown as his ownership of the supervoting shares provide him with voting power control of the company.
Central Garden & Pet Company	02/13/2024	Management	6	Elect Director Christopher T. Metz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees William (Bill) Brown, Mary Beth Springer, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are warranted for all incumbent director nominees for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for William Brown as his ownership of the supervoting shares provide him with voting power control of the company.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Central Garden & Pet Company	02/13/2024	Management	7	Elect Director Brooks M. Pennington, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees William (Bill) Brown, Mary Beth Springer, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are warranted for all incumbent director nominees for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for William Brown as his ownership of the supervoting shares provide him with voting power control of the company.
Central Garden & Pet Company	02/13/2024	Management	8	Elect Director John R. Ranelli	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees William (Bill) Brown, Mary Beth Springer, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are warranted for all incumbent director nominees for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for William Brown as his ownership of the supervoting shares provide him with voting power control of the company.
Central Garden & Pet Company	02/13/2024	Management	9	Elect Director Mary Beth Springer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees William (Bill) Brown, Mary Beth Springer, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are warranted for all incumbent director nominees for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for William Brown as his ownership of the supervoting shares provide him with voting power control of the company.
Central Garden & Pet Company	02/13/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Central Pacific Financial Corp.	04/25/2024	Management	1	Elect Director Earl E. Fry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Earl Fry, Paul Kosasa and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Earl Fry and Paul Kosasa are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/25/2024	Management	2	Elect Director Jason R. Fujimoto	For	For	For	For	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Earl Fry, Paul Kosasa and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Earl Fry and Paul Kosasa are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/25/2024	Management	3	Elect Director Jonathan B. Kindred	For	For	For	For	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Earl Fry, Paul Kosasa and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Earl Fry and Paul Kosasa are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/25/2024	Management	4	Elect Director Paul J. Kosasa	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Earl Fry, Paul Kosasa and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Earl Fry and Paul Kosasa are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/25/2024	Management	5	Elect Director Christopher T. Lutes	For	For	For	For	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Earl Fry, Paul Kosasa and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Earl Fry and Paul Kosasa are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Central Pacific Financial Corp.	04/25/2024	Management	6	Elect Director Arnold D. Martines	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Earl Fry, Paul Kosasa and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Earl Fry and Paul Kosasa are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/25/2024	Management	7	Elect Director A. Catherine Ngo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Earl Fry, Paul Kosasa and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Earl Fry and Paul Kosasa are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/25/2024	Management	8	Elect Director Robert K.W.H. Nobriga	For	For	For	For	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Earl Fry, Paul Kosasa and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Earl Fry and Paul Kosasa are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/25/2024	Management	9	Elect Director Saedene K. Ota	For	For	For	For	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Earl Fry, Paul Kosasa and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Earl Fry and Paul Kosasa are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/25/2024	Management	10	Elect Director Crystal K. Rose	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Earl Fry, Paul Kosasa and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Earl Fry and Paul Kosasa are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/25/2024	Management	11	Elect Director Paul K. Yonamine	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Earl Fry, Paul Kosasa and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Earl Fry and Paul Kosasa are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Central Pacific Financial Corp.	04/25/2024	Management	13	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Central Valley Community Bancorp	02/08/2024	Management	1	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR the transaction is warranted as the strategic rationale appears compelling and the transaction is expected to result in cost savings and be accretive to EPS.
Central Valley Community Bancorp	02/08/2024	Management	2	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction merits support.
Centrus Energy Corp.	06/20/2024	Management	1	Elect Director Mikel H. Williams	For	For	For	For	A vote FOR the director nominees is warranted.
Centrus Energy Corp.	06/20/2024	Management	2	Elect Director Kirkland H. Donald	For	For	For	For	A vote FOR the director nominees is warranted.
Centrus Energy Corp.	06/20/2024	Management	3	Elect Director Tina W. Jonas	For	For	For	For	A vote FOR the director nominees is warranted.
Centrus Energy Corp.	06/20/2024	Management	4	Elect Director William J. Madia	For	For	For	For	A vote FOR the director nominees is warranted.
Centrus Energy Corp.	06/20/2024	Management	5	Elect Director Ray A. Rothrock	For	For	For	For	A vote FOR the director nominees is warranted.
Centrus Energy Corp.	06/20/2024	Management	6	Elect Director Bradley J. Sawatzke	For	For	For	For	A vote FOR the director nominees is warranted.
Centrus Energy Corp.	06/20/2024	Management	7	Elect Director Amir V. Vexler	For	For	For	For	A vote FOR the director nominees is warranted.
Centrus Energy Corp.	06/20/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Centrus Energy Corp.	06/20/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Century Aluminum Company	06/03/2024	Management	1	Elect Director Jarl Berntzen	For	For	Withhold	Withhold	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/03/2024	Management	2	Elect Director Jennifer Bush	For	For	For	For	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/03/2024	Management	3	Elect Director Jesse E. Gary	For	For	For	For	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/03/2024	Management	4	Elect Director Errol Glasser	For	For	For	For	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/03/2024	Management	5	Elect Director Wilhelm van Jaarsveld	For	For	For	For	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/03/2024	Management	6	Elect Director Andrew Michelmore	For	For	For	For	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/03/2024	Management	7	Elect Director Tamla A. Olivier	For	For	For	For	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/03/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Century Aluminum Company	06/03/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual incentive awards are primarily based on pre-set quantitative metrics, LTI awards remain half performance-based, and closing-cycle PSUs vested below target in line with performance, annual incentive awards paid out above target on metrics with undisclosed or non-rigorous goals, and CEO Gary received additional discretionary cash bonuses. Moreover, the proportion of performance equity in LTI awards was reduced without rationale and the underlying share count of the CEO's equity award increased significantly. Half of PSU awards utilize just a two-year performance period, and vesting levels are subject to a strategic objectives modifier which appears to be discretionary in nature with no disclosed cap on payouts in the event of negative absolute TSR. Lastly, the company provided perquisite-related tax gross-ups to an executive.
Century Communities, Inc.	05/08/2024	Management	1	Elect Director Dale Francescon	For	For	Against	Against	Votes AGAINST non-independent nominees Dale Francescon, Robert Francescon, Keith Guericke and James Lippman are warranted for lack of a majority independent board. Votes AGAINST Keith Guericke and James Lippman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Communities, Inc.	05/08/2024	Management	2	Elect Director Robert J. Francescon	For	For	Against	Against	Votes AGAINST non-independent nominees Dale Francescon, Robert Francescon, Keith Guericke and James Lippman are warranted for lack of a majority independent board. Votes AGAINST Keith Guericke and James Lippman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Communities, Inc.	05/08/2024	Management	3	Elect Director Patricia L. Arvielo	For	For	For	For	Votes AGAINST non-independent nominees Dale Francescon, Robert Francescon, Keith Guericke and James Lippman are warranted for lack of a majority independent board. Votes AGAINST Keith Guericke and James Lippman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Century Communities, Inc.	05/08/2024	Management	4	Elect Director John P. Box	For	For	For	For	Votes AGAINST non-independent nominees Dale Francescon, Robert Francescon, Keith Guericke and James Lippman are warranted for lack of a majority independent board. Votes AGAINST Keith Guericke and James Lippman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Communities, Inc.	05/08/2024	Management	5	Elect Director Keith R. Guericke	For	For	Against	Against	Votes AGAINST non-independent nominees Dale Francescon, Robert Francescon, Keith Guericke and James Lippman are warranted for lack of a majority independent board. Votes AGAINST Keith Guericke and James Lippman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Communities, Inc.	05/08/2024	Management	6	Elect Director James M. Lippman	For	For	Against	Against	Votes AGAINST non-independent nominees Dale Francescon, Robert Francescon, Keith Guericke and James Lippman are warranted for lack of a majority independent board. Votes AGAINST Keith Guericke and James Lippman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Communities, Inc.	05/08/2024	Management	7	Elect Director Elisa Zuniga Ramirez	For	For	For	For	Votes AGAINST non-independent nominees Dale Francescon, Robert Francescon, Keith Guericke and James Lippman are warranted for lack of a majority independent board. Votes AGAINST Keith Guericke and James Lippman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Communities, Inc.	05/08/2024	Management	8	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Century Communities, Inc.	05/08/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Century Communities, Inc.	05/08/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Century Therapeutics, Inc.	06/20/2024	Management	1	Elect Director Kimberly Blackwell	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Joseph Jimenez Jr. and Kimberly (Kim) Blackwell are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Kimberly (Kim) Blackwell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Brent Pfeifferberger is warranted.
Century Therapeutics, Inc.	06/20/2024	Management	2	Elect Director Joseph Jimenez	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Joseph Jimenez Jr. and Kimberly (Kim) Blackwell are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Kimberly (Kim) Blackwell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Brent Pfeifferberger is warranted.
Century Therapeutics, Inc.	06/20/2024	Management	3	Elect Director Brent Pfeifferberger	For	For	For	For	WITHHOLD votes for Governance Committee members Joseph Jimenez Jr. and Kimberly (Kim) Blackwell are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Kimberly (Kim) Blackwell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Brent Pfeifferberger is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Century Therapeutics, Inc.	06/20/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Century Therapeutics, Inc.	06/20/2024	Management	5	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Century Therapeutics, Inc.	06/20/2024	Management	6	Adjourn Meeting	For	For	Against	Against	A vote AGAINST this proposal is warranted as the underlying exculpation amendment does not warrant shareholder support.
Cerence Inc.	02/15/2024	Management	1	Elect Director Arun Sarin	For	For	Against	Against	Votes AGAINST Governance Committee Chair Arun Sarin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cerence Inc.	02/15/2024	Management	2	Elect Director Thomas Beaudoin	For	For	For	For	Votes AGAINST Governance Committee Chair Arun Sarin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cerence Inc.	02/15/2024	Management	3	Elect Director Marianne Budnik	For	For	For	For	Votes AGAINST Governance Committee Chair Arun Sarin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cerence Inc.	02/15/2024	Management	4	Elect Director Douglas Davis	For	For	For	For	Votes AGAINST Governance Committee Chair Arun Sarin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cerence Inc.	02/15/2024	Management	5	Elect Director Sanjay Jha	For	For	For	For	Votes AGAINST Governance Committee Chair Arun Sarin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cerence Inc.	02/15/2024	Management	6	Elect Director Marcy Klevorn	For	For	For	For	Votes AGAINST Governance Committee Chair Arun Sarin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cerence Inc.	02/15/2024	Management	7	Elect Director Kristi Ann Matus	For	For	For	For	Votes AGAINST Governance Committee Chair Arun Sarin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cerence Inc.	02/15/2024	Management	8	Elect Director Alfred Nietzel	For	For	For	For	Votes AGAINST Governance Committee Chair Arun Sarin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cerence Inc.	02/15/2024	Management	9	Elect Director Stefan Ortmanns	For	For	For	For	Votes AGAINST Governance Committee Chair Arun Sarin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cerence Inc.	02/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Cerence Inc.	02/15/2024	Management	11	Ratify BDO USA PC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Certara, Inc.	05/21/2024	Management	1	Elect Director James Cashman, III	For	Against	Against	Against	A vote AGAINST James Cashman III and Nancy Killefer is warranted (i) as Governance Committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights; and (ii) as Nominating Committee members, for failing to establish racial/ethnic diversity on the board. A vote FOR David (Dave) Spaight is warranted.
Certara, Inc.	05/21/2024	Management	2	Elect Director Nancy Killefer	For	Against	Against	Against	A vote AGAINST James Cashman III and Nancy Killefer is warranted (i) as Governance Committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights; and (ii) as Nominating Committee members, for failing to establish racial/ethnic diversity on the board. A vote FOR David (Dave) Spaight is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Certara, Inc.	05/21/2024	Management	3	Elect Director David Spaight	For	For	For	For	A vote AGAINST James Cashman III and Nancy Killefer is warranted (i) as Governance Committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights; and (ii) as Nominating Committee members, for failing to establish racial/ethnic diversity on the board. A vote FOR David (Dave) Spaight is warranted.
Certara, Inc.	05/21/2024	Management	4	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Certara, Inc.	05/21/2024	Management	5	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as the removal of largely inoperable provisions is viewed as administrative and would not impact shareholder rights.
Certara, Inc.	05/21/2024	Management	6	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Certara, Inc.	05/21/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ceva, Inc.	05/21/2024	Management	1	Elect Director Bernadette Andrietti	For	For	For	For	WITHHOLD votes for non-independent nominees Peter McManamon, Amir Panush, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ceva, Inc.	05/21/2024	Management	2	Elect Director Jaclyn Liu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Amir Panush, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ceva, Inc.	05/21/2024	Management	3	Elect Director Maria Marced	For	For	For	For	WITHHOLD votes for non-independent nominees Peter McManamon, Amir Panush, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ceva, Inc.	05/21/2024	Management	4	Elect Director Peter McManamon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Amir Panush, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ceva, Inc.	05/21/2024	Management	5	Elect Director Sven-Christer Nilsson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Amir Panush, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ceva, Inc.	05/21/2024	Management	6	Elect Director Louis Silver	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Amir Panush, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ceva, Inc.	05/21/2024	Management	7	Elect Director Amir Panush	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Amir Panush, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ceva, Inc.	05/21/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Though the annual bonus appears strongly performance based, there are a number of concerns regarding equity grants in FY23. Though a majority of the LTI grant was in performance equity, a portion of the grant measured performance over a single year and merely targets median performance. Though longer-term equity targets appear rigorous, the award will vest if any number of metrics meet target instead of each metric comprising a certain portion of the award. There also exist magnitude concerns, as the new CEO received a relatively large sign-on RSU grant and equity grant for the year in review.
Ceva, Inc.	05/21/2024	Management	9	Ratify Kost Forer Gabbay & Kasierer as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ChampionX Corporation	05/15/2024	Management	1	Elect Director Heidi S. Alderman	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/15/2024	Management	2	Elect Director Mamatha Chamarthi	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/15/2024	Management	3	Elect Director Carlos A. Fierro	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/15/2024	Management	4	Elect Director Gary P. Luquette	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/15/2024	Management	5	Elect Director Elaine Pickle	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/15/2024	Management	6	Elect Director Stuart Porter	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/15/2024	Management	7	Elect Director Daniel W. Rabun	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/15/2024	Management	8	Elect Director Sivasankaran ("Soma") Somasundaram	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/15/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ChampionX Corporation	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ChampionX Corporation	06/18/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. Although the merger consideration represents a premium to the unaffected price, the value of the consideration has decreased in proportion to the decrease in SLB shares. However, the exchange ratio appears reasonable compared to historical trading ranges of CHX and SLB shares, and the strategic rationale appears sound, given the expected cost savings and improved financial condition of the combined company. Finally, the equity form of consideration allows shareholders to participate in the potential upside of the combined company.
ChampionX Corporation	06/18/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although certain performance shares will be deemed earned above target and a modest value in SARs will be cashed out, the vast majority of NEOs' unvested equity will be assumed and vest only upon a qualifying termination. In addition, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.
ChampionX Corporation	06/18/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
Chegg, Inc.	06/05/2024	Management	1	Elect Director Marne Levine	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Sarnoff and Marne Levine are warranted for lack of a majority independent board. Votes AGAINST Richard Sarnoff and Marne Levine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul LeBlanc are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chegg, Inc.	06/05/2024	Management	2	Elect Director Paul LeBlanc	For	Against	Against	Against	Votes AGAINST non-independent nominees Richard Sarnoff and Marne Levine are warranted for lack of a majority independent board. Votes AGAINST Richard Sarnoff and Marne Levine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul LeBlanc are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences.
Chegg, Inc.	06/05/2024	Management	3	Elect Director Richard Sarnoff	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Sarnoff and Marne Levine are warranted for lack of a majority independent board. Votes AGAINST Richard Sarnoff and Marne Levine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul LeBlanc are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences.
Chegg, Inc.	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Chegg, Inc.	06/05/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Chegg, Inc.	06/05/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Chemung Financial Corporation	06/04/2024	Management	1	Elect Director Raimundo C. Archibold, Jr.	For	For	For	For	WITHHOLD votes for David Dalrymple are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemung Financial Corporation	06/04/2024	Management	2	Elect Director David J. Dalrymple	For	For	Withhold	Withhold	WITHHOLD votes for David Dalrymple are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemung Financial Corporation	06/04/2024	Management	3	Elect Director Denise V. Gonick	For	For	For	For	WITHHOLD votes for David Dalrymple are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemung Financial Corporation	06/04/2024	Management	4	Elect Director Joseph F. Meade, IV	For	For	For	For	WITHHOLD votes for David Dalrymple are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemung Financial Corporation	06/04/2024	Management	5	Elect Director Thomas R. Tyrrell	For	For	For	For	WITHHOLD votes for David Dalrymple are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemung Financial Corporation	06/04/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Chemung Financial Corporation	06/04/2024	Management	7	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Chemung Financial Corporation	06/04/2024	Management	8	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chesapeake Utilities Corporation	05/08/2024	Management	1	Elect Director Lisa G. Bisaccia	For	For	For	For	WITHHOLD votes for Dennis Hudson III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chesapeake Utilities Corporation	05/08/2024	Management	2	Elect Director Stephanie N. Gary	For	For	For	For	WITHHOLD votes for Dennis Hudson III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chesapeake Utilities Corporation	05/08/2024	Management	3	Elect Director Dennis S. Hudson, III	For	For	Withhold	Withhold	WITHHOLD votes for Dennis Hudson III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chesapeake Utilities Corporation	05/08/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Chesapeake Utilities Corporation	05/08/2024	Management	5	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chicago Rivet & Machine Co.	05/14/2024	Management	1	Elect Director Kent H. Cooney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Morrissey, Gregory Rizzo, Kent Cooney, Walter Morrissey and John Showel are warranted for lack of a majority independent board. WITHHOLD votes for James Morrissey, Kent Cooney and John Showel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/14/2024	Management	2	Elect Director Kurt Moders	For	For	For	For	WITHHOLD votes for non-independent nominees James Morrissey, Gregory Rizzo, Kent Cooney, Walter Morrissey and John Showel are warranted for lack of a majority independent board. WITHHOLD votes for James Morrissey, Kent Cooney and John Showel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/14/2024	Management	3	Elect Director James W. Morrissey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Morrissey, Gregory Rizzo, Kent Cooney, Walter Morrissey and John Showel are warranted for lack of a majority independent board. WITHHOLD votes for James Morrissey, Kent Cooney and John Showel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/14/2024	Management	4	Elect Director Walter W. Morrissey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Morrissey, Gregory Rizzo, Kent Cooney, Walter Morrissey and John Showel are warranted for lack of a majority independent board. WITHHOLD votes for James Morrissey, Kent Cooney and John Showel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/14/2024	Management	5	Elect Director Karen G. Ong	For	For	For	For	WITHHOLD votes for non-independent nominees James Morrissey, Gregory Rizzo, Kent Cooney, Walter Morrissey and John Showel are warranted for lack of a majority independent board. WITHHOLD votes for James Morrissey, Kent Cooney and John Showel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/14/2024	Management	6	Elect Director Gregory D. Rizzo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Morrissey, Gregory Rizzo, Kent Cooney, Walter Morrissey and John Showel are warranted for lack of a majority independent board. WITHHOLD votes for James Morrissey, Kent Cooney and John Showel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/14/2024	Management	7	Elect Director John L. Showel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Morrissey, Gregory Rizzo, Kent Cooney, Walter Morrissey and John Showel are warranted for lack of a majority independent board. WITHHOLD votes for James Morrissey, Kent Cooney and John Showel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/14/2024	Management	8	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chico's FAS, Inc.	01/03/2024	Management	1	Approve Merger Agreement	For	For	For	For	The board's decision to forgo an auction process is a cause for concern, since investors lack market-based evidence that the deal in fact represents the best available alternative. These concerns are somewhat mitigated by the go-shop following the transaction announcement, though no competing proposals were presented to the company. Despite these concerns, shareholders are receiving a sizeable premium, there is a potential downside risk of non-approval, and the cash consideration provides liquidity and certainty of value for shareholders. As such, support FOR the proposed transaction is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chico's FAS, Inc.	01/03/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While equity awards will accelerate vesting at the time of the merger, performance shares will vest at either actual or target performance levels. In addition, cash severance is double trigger and reasonably based, and no excise tax gross ups are payable.
Chico's FAS, Inc.	01/03/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Choice Hotels International, Inc.	05/16/2024	Management	1	Elect Director Brian B. Bainum	For	For	Against	Against	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	2	Elect Director Stewart W. Bainum, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	3	Elect Director William L. Jews	For	For	Against	Against	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	4	Elect Director Monte J.M. Koch	For	For	For	For	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	5	Elect Director Liza K. Landsman	For	For	For	For	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	6	Elect Director Patrick S. Pacious	For	For	Against	Against	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	7	Elect Director Ervin R. Shames	For	For	Against	Against	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	8	Elect Director Gordon A. Smith	For	For	For	For	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Choice Hotels International, Inc.	05/16/2024	Management	9	Elect Director Maureen D. Sullivan	For	For	For	For	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	10	Elect Director John P. Tague	For	For	Against	Against	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	11	Elect Director Donna F. Vieira	For	For	For	For	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	12	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Choice Hotels International, Inc.	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Choice Hotels International, Inc.	05/16/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ciena Corporation	03/21/2024	Management	1	Elect Director Hassan M. Ahmed	For	For	For	For	Votes AGAINST non-independent nominees Patrick Gallagher and Bruce Clafin are warranted for lack of a majority independent board. Votes AGAINST Patrick Gallagher and Bruce Clafin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ciena Corporation	03/21/2024	Management	2	Elect Director Bruce L. Clafin	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick Gallagher and Bruce Clafin are warranted for lack of a majority independent board. Votes AGAINST Patrick Gallagher and Bruce Clafin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ciena Corporation	03/21/2024	Management	3	Elect Director Patrick T. Gallagher	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick Gallagher and Bruce Clafin are warranted for lack of a majority independent board. Votes AGAINST Patrick Gallagher and Bruce Clafin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ciena Corporation	03/21/2024	Management	4	Elect Director T. Michael Nevens	For	For	For	For	Votes AGAINST non-independent nominees Patrick Gallagher and Bruce Clafin are warranted for lack of a majority independent board. Votes AGAINST Patrick Gallagher and Bruce Clafin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ciena Corporation	03/21/2024	Management	5	Elect Director Mary G. Puma	For	For	For	For	Votes AGAINST non-independent nominees Patrick Gallagher and Bruce Clafin are warranted for lack of a majority independent board. Votes AGAINST Patrick Gallagher and Bruce Clafin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ciena Corporation	03/21/2024	Management	6	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ciena Corporation	03/21/2024	Management	7	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Ciena Corporation	03/21/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ciena Corporation	03/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Citi Trends, Inc.	06/20/2024	Management	1	Elect Director Jonathan Duskin	For	For	For	For	Votes FOR all nominees are warranted.
Citi Trends, Inc.	06/20/2024	Management	2	Elect Director David A. Heath	For	For	For	For	Votes FOR all nominees are warranted.
Citi Trends, Inc.	06/20/2024	Management	3	Elect Director Margaret L. Jenkins	For	For	For	For	Votes FOR all nominees are warranted.
Citi Trends, Inc.	06/20/2024	Management	4	Elect Director Michael S. Kvitko	For	For	For	For	Votes FOR all nominees are warranted.
Citi Trends, Inc.	06/20/2024	Management	5	Elect Director Chaoyang (Charles) Liu	For	For	For	For	Votes FOR all nominees are warranted.
Citi Trends, Inc.	06/20/2024	Management	6	Elect Director David N. Makuen *Withdrawn Resolution*					
Citi Trends, Inc.	06/20/2024	Management	7	Elect Director Cara Robinson Sabin	For	For	For	For	Votes FOR all nominees are warranted.
Citi Trends, Inc.	06/20/2024	Management	8	Elect Director Peter R. Sachse	For	For	For	For	Votes FOR all nominees are warranted.
Citi Trends, Inc.	06/20/2024	Management	9	Elect Director Kenneth D. Seipel	For	For	For	For	Votes FOR all nominees are warranted.
Citi Trends, Inc.	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Citi Trends, Inc.	06/20/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Citi Trends, Inc.	06/20/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Citizens & Northern Corporation	04/25/2024	Management	1	Elect Director Bobbi J. Kilmer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee members Bobbi Kilmer and Robert (Rob) Loughery for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Citizens & Northern Corporation	04/25/2024	Management	2	Elect Director Terry L. Lehman	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee members Bobbi Kilmer and Robert (Rob) Loughery for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Citizens & Northern Corporation	04/25/2024	Management	3	Elect Director Robert G. Loughery	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee members Bobbi Kilmer and Robert (Rob) Loughery for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Citizens & Northern Corporation	04/25/2024	Management	4	Elect Director Frank G. Pellegrino	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee members Bobbi Kilmer and Robert (Rob) Loughery for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Citizens & Northern Corporation	04/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Citizens & Northern Corporation	04/25/2024	Management	6	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Citizens Community Bancorp, Inc.	06/18/2024	Management	1	Elect Director Kristina M. Bourget	For	For	For	For	A vote FOR the director nominees is warranted.
Citizens Community Bancorp, Inc.	06/18/2024	Management	2	Elect Director Timothy L. Olson	For	For	For	For	A vote FOR the director nominees is warranted.
Citizens Community Bancorp, Inc.	06/18/2024	Management	3	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Citizens Community Bancorp, Inc.	06/18/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Civeo Corporation	05/15/2024	Management	1	Elect Director C. Ronald Blankenship	For	For	For	For	A vote FOR the director nominees is warranted.
Civeo Corporation	05/15/2024	Management	2	Elect Director Michael Montelongo	For	For	For	For	A vote FOR the director nominees is warranted.
Civeo Corporation	05/15/2024	Management	3	Elect Director Charles Szalkowski	For	For	For	For	A vote FOR the director nominees is warranted.
Civeo Corporation	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain an excise tax gross-up provision.
Civeo Corporation	05/15/2024	Management	5	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Withhold	Withhold	WITHHOLD votes for this proposal are warranted as the auditor's tenure at the company exceeds seven years.
Civeo Corporation	05/15/2024	Management	6	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Civeo Corporation	05/15/2024	Management	7	Amend Articles to Eliminate the Terms of the Class A Series 1 Preferred Shares	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The ability to issue blank-check preferred shares could have a detrimental impact on shareholders, and this proposal seeks to increase the number available for issuance.
Civista Bancshares, Inc.	04/16/2024	Management	1	Elect Director Darci L. Congrove	For	For	For	For	A vote FOR all director nominees is warranted.
Civista Bancshares, Inc.	04/16/2024	Management	2	Elect Director Mark J. Macioce	For	For	For	For	A vote FOR all director nominees is warranted.
Civista Bancshares, Inc.	04/16/2024	Management	3	Elect Director Julie A. Mattlin	For	For	For	For	A vote FOR all director nominees is warranted.
Civista Bancshares, Inc.	04/16/2024	Management	4	Elect Director James O. Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Civista Bancshares, Inc.	04/16/2024	Management	5	Elect Director Dennis E. Murray, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Civista Bancshares, Inc.	04/16/2024	Management	6	Elect Director Mary Patricia Oliver	For	For	For	For	A vote FOR all director nominees is warranted.
Civista Bancshares, Inc.	04/16/2024	Management	7	Elect Director Clyde A. Perfect, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Civista Bancshares, Inc.	04/16/2024	Management	8	Elect Director Dennis G. Shaffer	For	For	For	For	A vote FOR all director nominees is warranted.
Civista Bancshares, Inc.	04/16/2024	Management	9	Elect Director Harry Singer	For	For	For	For	A vote FOR all director nominees is warranted.
Civista Bancshares, Inc.	04/16/2024	Management	10	Elect Director Nathan E. Weeks	For	For	For	For	A vote FOR all director nominees is warranted.
Civista Bancshares, Inc.	04/16/2024	Management	11	Elect Director Lorina W. Wise	For	For	For	For	A vote FOR all director nominees is warranted.
Civista Bancshares, Inc.	04/16/2024	Management	12	Elect Director Gerald B. Wurm	For	For	For	For	A vote FOR all director nominees is warranted.
Civista Bancshares, Inc.	04/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Civista Bancshares, Inc.	04/16/2024	Management	14	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Civista Bancshares, Inc.	04/16/2024	Management	15	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Civitas Resources, Inc.	06/04/2024	Management	1	Elect Director Wouter van Kempen	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/04/2024	Management	2	Elect Director Deborah L. Byers	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/04/2024	Management	3	Elect Director Morris R. Clark	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/04/2024	Management	4	Elect Director Carrie M. Fox	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/04/2024	Management	5	Elect Director Carrie L. Hudak	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/04/2024	Management	6	Elect Director James M. Trimble	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/04/2024	Management	7	Elect Director Howard A. Willard, III	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/04/2024	Management	8	Elect Director Jeffrey E. Wojahn	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/04/2024	Management	9	Elect Director M. Christopher Doyle	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/04/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Civitas Resources, Inc.	06/04/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Civitas Resources, Inc.	06/04/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Civitas Resources, Inc.	06/04/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Clarivate Plc	05/07/2024	Management	1	Elect Director Andrew Snyder	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	2	Elect Director Jonathan Gear	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	3	Elect Director Valeria Alberola	For	Against	Against	Against	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	4	Elect Director Michael Angelakis	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Clarivate Plc	05/07/2024	Management	5	Elect Director Jane Okun Bomba	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	6	Elect Director Usama N. Cortas	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	7	Elect Director Suzanne Heywood	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	8	Elect Director Adam T. Levyn	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	9	Elect Director Anthony Munk	For	Against	Against	Against	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	10	Elect Director Wendell Pritchett	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	11	Elect Director Richard W. Roedel	For	Against	Against	Against	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	12	Elect Director Saurabh Saha	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Clarivate Plc	05/07/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company has retained the same audit firm in excess of seven years.
Clean Energy Fuels Corp.	05/16/2024	Management	1	Elect Director Andrew J. Littlefair	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Kenneth Socha, Mathieu Soulas and Vincent Taormina are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/16/2024	Management	2	Elect Director Stephen A. Scully	For	For	For	For	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Kenneth Socha, Mathieu Soulas and Vincent Taormina are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Clean Energy Fuels Corp.	05/16/2024	Management	3	Elect Director Lizabeth Ardisana	For	For	For	For	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Kenneth Socha, Mathieu Soulas and Vincent Taormina are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/16/2024	Management	4	Elect Director Karine Boissy-Rousseau	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Kenneth Socha, Mathieu Soulas and Vincent Taormina are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/16/2024	Management	5	Elect Director Patrick J. Ford	For	For	For	For	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Kenneth Socha, Mathieu Soulas and Vincent Taormina are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/16/2024	Management	6	Elect Director James C. Miller, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Kenneth Socha, Mathieu Soulas and Vincent Taormina are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/16/2024	Management	7	Elect Director Kenneth M. Socha	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Kenneth Socha, Mathieu Soulas and Vincent Taormina are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/16/2024	Management	8	Elect Director Mathieu Soulas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Kenneth Socha, Mathieu Soulas and Vincent Taormina are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/16/2024	Management	9	Elect Director Vincent C. Taormina	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Kenneth Socha, Mathieu Soulas and Vincent Taormina are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/16/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Clean Energy Fuels Corp.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee resumed granting entirely time-vesting annual-cycle equity awards, resulting in total CEO compensation which nearly doubled, year-over-year, amid a period of sustained financial underperformance.
Clean Energy Fuels Corp.	05/16/2024	Management	12	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Clean Harbors, Inc.	05/22/2024	Management	1	Elect Director Alan S. McKim	For	For	For	For	WITHHOLD votes for John Preston are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Harbors, Inc.	05/22/2024	Management	2	Elect Director Karyn Polito	For	For	For	For	WITHHOLD votes for John Preston are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Clean Harbors, Inc.	05/22/2024	Management	3	Elect Director John T. Preston	For	For	Withhold	Withhold	WITHHOLD votes for John Preston are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Harbors, Inc.	05/22/2024	Management	4	Elect Director Marcy L. Reed	For	For	For	For	WITHHOLD votes for John Preston are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Harbors, Inc.	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Clean Harbors, Inc.	05/22/2024	Management	6	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: - The purchase price is reasonable; - The shares reserved is relatively conservative; and - The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Clean Harbors, Inc.	05/22/2024	Management	7	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	1	Elect Director John Dionne	For	For	For	For	A vote FOR all director nominees is warranted.
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	2	Elect Director Lisa Hammitt	For	For	For	For	A vote FOR all director nominees is warranted.
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	3	Elect Director Andrew Hobson	For	For	For	For	A vote FOR all director nominees is warranted.
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	4	Elect Director Thomas C. King	For	For	For	For	A vote FOR all director nominees is warranted.
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	5	Elect Director Joe Marchese	For	For	For	For	A vote FOR all director nominees is warranted.
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	6	Elect Director W. Benjamin Moreland	For	For	For	For	A vote FOR all director nominees is warranted.
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	7	Elect Director Mary Teresa Rainey	For	For	For	For	A vote FOR all director nominees is warranted.
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	8	Elect Director Scott R. Wells	For	For	For	For	A vote FOR all director nominees is warranted.
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	9	Elect Director Ted White	For	For	For	For	A vote FOR all director nominees is warranted.
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	10	Elect Director Jinhy Yoon	For	For	For	For	A vote FOR all director nominees is warranted.
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Clear Channel Outdoor Holdings, Inc.	05/16/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Clearwater Paper Corporation	05/09/2024	Management	1	Elect Director John J. Corkrean	For	For	For	For	A vote FOR all director nominees is warranted.
Clearwater Paper Corporation	05/09/2024	Management	2	Elect Director Arsen S. Kitch	For	For	For	For	A vote FOR all director nominees is warranted.
Clearwater Paper Corporation	05/09/2024	Management	3	Elect Director Alexander Toeldte	For	For	For	For	A vote FOR all director nominees is warranted.
Clearwater Paper Corporation	05/09/2024	Management	4	Ratify KPMG, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Clearwater Paper Corporation	05/09/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Clearwater Paper Corporation	05/09/2024	Management	6	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Clearway Energy, Inc.	04/25/2024	Management	1	Elect Director Jonathan Bram	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Vincent Stoquart are warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.

# B.1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Clearway Energy, Inc.	04/25/2024	Management	2	Elect Director Nathaniel Anschuetz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Vincent Stoquart are warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/25/2024	Management	3	Elect Director Emmanuel Barrois	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Vincent Stoquart are warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/25/2024	Management	4	Elect Director Brian R. Ford	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Vincent Stoquart are warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/25/2024	Management	5	Elect Director Guillaume Hediard	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Vincent Stoquart are warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Clearway Energy, Inc.	04/25/2024	Management	6	Elect Director Jennifer Lowry	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Vincent Stoquart are warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/25/2024	Management	7	Elect Director Bruce MacLennan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Vincent Stoquart are warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/25/2024	Management	8	Elect Director Daniel B. More	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Vincent Stoquart are warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/25/2024	Management	9	Elect Director E. Stanley O'Neal	For	For	For	For	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Vincent Stoquart are warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Clearway Energy, Inc.	04/25/2024	Management	10	Elect Director Christopher S. Sotos	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Vincent Stoquart are warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/25/2024	Management	11	Elect Director Vincent Stoquart	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Vincent Stoquart are warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Clearway Energy, Inc.	04/25/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Climb Global Solutions, Inc.	06/13/2024	Management	1	Elect Director Jeffrey R. Geygan	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Kimberly Boren for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2024	Management	2	Elect Director John McCarthy	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Kimberly Boren for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2024	Management	3	Elect Director Andy Bryant	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Kimberly Boren for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2024	Management	4	Elect Director Dale Foster	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Kimberly Boren for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2024	Management	5	Elect Director Gerri Gold	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Kimberly Boren for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2024	Management	6	Elect Director Greg Scorziello	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Kimberly Boren for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2024	Management	7	Elect Director Kimberly Boren	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Kimberly Boren for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Climb Global Solutions, Inc.	06/13/2024	Management	9	Ratify Deloitte & Touche, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
CNB Financial Corporation	04/16/2024	Management	1	Elect Director Michael Obi	For	For	For	For	Votes AGAINST non-independent nominees Michael Peduzzi, Joel Peterson and Richard Seager are warranted for lack of majority independent board. Votes AGAINST Joel Peterson and Richard Seager are also warranted for serving as non-independent members of a key board committee. A vote FOR Michael Obi is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CNB Financial Corporation	04/16/2024	Management	2	Elect Director Michael D. Peduzzi	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Peduzzi, Joel Peterson and Richard Seager are warranted for lack of majority independent board. Votes AGAINST Joel Peterson and Richard Seager are also warranted for serving as non-independent members of a key board committee. A vote FOR Michael Obi is warranted.
CNB Financial Corporation	04/16/2024	Management	3	Elect Director Joel E. Peterson	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Peduzzi, Joel Peterson and Richard Seager are warranted for lack of majority independent board. Votes AGAINST Joel Peterson and Richard Seager are also warranted for serving as non-independent members of a key board committee. A vote FOR Michael Obi is warranted.
CNB Financial Corporation	04/16/2024	Management	4	Elect Director Richard B. Seager	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Peduzzi, Joel Peterson and Richard Seager are warranted for lack of majority independent board. Votes AGAINST Joel Peterson and Richard Seager are also warranted for serving as non-independent members of a key board committee. A vote FOR Michael Obi is warranted.
CNB Financial Corporation	04/16/2024	Management	5	Permit Board to Amend Bylaws Without Shareholder Consent	For	For	For	For	As this proposal would allow the board to amend the bylaws while preserving shareholders' concurrent ability to do so, a vote FOR this proposal is warranted.
CNB Financial Corporation	04/16/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
CNB Financial Corporation	04/16/2024	Management	7	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
CNO Financial Group, Inc.	05/09/2024	Management	1	Elect Director Gary C. Bhojwani	For	For	For	For	Votes AGAINST Mary (Nina) Henderson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CNO Financial Group, Inc.	05/09/2024	Management	2	Elect Director Archie M. Brown	For	For	For	For	Votes AGAINST Mary (Nina) Henderson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CNO Financial Group, Inc.	05/09/2024	Management	3	Elect Director David B. Foss	For	For	For	For	Votes AGAINST Mary (Nina) Henderson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CNO Financial Group, Inc.	05/09/2024	Management	4	Elect Director Mary R. (Nina) Henderson	For	For	Against	Against	Votes AGAINST Mary (Nina) Henderson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CNO Financial Group, Inc.	05/09/2024	Management	5	Elect Director Adrienne B. Lee	For	For	For	For	Votes AGAINST Mary (Nina) Henderson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CNO Financial Group, Inc.	05/09/2024	Management	6	Elect Director Daniel R. Maurer	For	For	For	For	Votes AGAINST Mary (Nina) Henderson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CNO Financial Group, Inc.	05/09/2024	Management	7	Elect Director Chettur S. Ragavan	For	For	For	For	Votes AGAINST Mary (Nina) Henderson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CNO Financial Group, Inc.	05/09/2024	Management	8	Elect Director Steven E. Shebik	For	For	For	For	Votes AGAINST Mary (Nina) Henderson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CNO Financial Group, Inc.	05/09/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
CNO Financial Group, Inc.	05/09/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CNO Financial Group, Inc.	05/09/2024	Management	11	Ratify Section 382 Rights Agreement	For	For	For	For	A vote FOR this proposal is warranted. The duration of the NOL pill extension is reasonable, the value of the NOLs to be protected is reasonably material, and there are no significant concerns with the company's governance practices as they relate to this proposal.
Coastal Financial Corporation	05/22/2024	Management	1	Elect Director Sadhana Akella-Mishra	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Sadhana Akella-Mishra and Pamela Unger are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coastal Financial Corporation	05/22/2024	Management	2	Elect Director Brian T. Hamilton	For	For	For	For	WITHHOLD votes for Governance Committee members Sadhana Akella-Mishra and Pamela Unger are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Coastal Financial Corporation	05/22/2024	Management	3	Elect Director Eric M. Sprink	For	For	For	For	WITHHOLD votes for Governance Committee members Sadhana Akella-Mishra and Pamela Unger are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Coastal Financial Corporation	05/22/2024	Management	4	Elect Director Pamela R. Unger	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Sadhana Akella-Mishra and Pamela Unger are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Coastal Financial Corporation	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Coastal Financial Corporation	05/22/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Coastal Financial Corporation	05/22/2024	Management	7	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Coca-Cola Consolidated, Inc.	05/14/2024	Management	1	Elect Director J. Frank Harrison, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Executive Committee nominees J. Frank Harrison III, Dennis Wicker, Morgan Everett, David Katz, and James (Jim) Morgan are additionally warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Frank Harrison III are finally warranted because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/14/2024	Management	2	Elect Director Elaine Bowers Coventry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Executive Committee nominees J. Frank Harrison III, Dennis Wicker, Morgan Everett, David Katz, and James (Jim) Morgan are additionally warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Frank Harrison III are finally warranted because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/14/2024	Management	3	Elect Director Sharon A. Decker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Executive Committee nominees J. Frank Harrison III, Dennis Wicker, Morgan Everett, David Katz, and James (Jim) Morgan are additionally warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Frank Harrison III are finally warranted because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coca-Cola Consolidated, Inc.	05/14/2024	Management	4	Elect Director Morgan H. Everett	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Executive Committee nominees J. Frank Harrison III, Dennis Wicker, Morgan Everett, David Katz, and James (Jim) Morgan are additionally warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Frank Harrison III are finally warranted because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/14/2024	Management	5	Elect Director James R. Helvey, III	For	For	For	For	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Executive Committee nominees J. Frank Harrison III, Dennis Wicker, Morgan Everett, David Katz, and James (Jim) Morgan are additionally warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Frank Harrison III are finally warranted because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/14/2024	Management	6	Elect Director Jason D. (J.D.) Hickey	For	For	For	For	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Executive Committee nominees J. Frank Harrison III, Dennis Wicker, Morgan Everett, David Katz, and James (Jim) Morgan are additionally warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Frank Harrison III are finally warranted because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/14/2024	Management	7	Elect Director William H. Jones	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Executive Committee nominees J. Frank Harrison III, Dennis Wicker, Morgan Everett, David Katz, and James (Jim) Morgan are additionally warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Frank Harrison III are finally warranted because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.



# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coca-Cola Consolidated, Inc.	05/14/2024	Management	8	Elect Director Umesh M. Kasbekar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Executive Committee nominees J. Frank Harrison III, Dennis Wicker, Morgan Everett, David Katz, and James (Jim) Morgan are additionally warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Frank Harrison III are finally warranted because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/14/2024	Management	9	Elect Director David M. Katz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Executive Committee nominees J. Frank Harrison III, Dennis Wicker, Morgan Everett, David Katz, and James (Jim) Morgan are additionally warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Frank Harrison III are finally warranted because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/14/2024	Management	10	Elect Director James H. Morgan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Executive Committee nominees J. Frank Harrison III, Dennis Wicker, Morgan Everett, David Katz, and James (Jim) Morgan are additionally warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Frank Harrison III are finally warranted because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/14/2024	Management	11	Elect Director Dennis A. Wicker	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Executive Committee nominees J. Frank Harrison III, Dennis Wicker, Morgan Everett, David Katz, and James (Jim) Morgan are additionally warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Frank Harrison III are finally warranted because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coca-Cola Consolidated, Inc.	05/14/2024	Management	12	Elect Director Richard T. Williams	For	For	For	For	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Executive Committee nominees J. Frank Harrison III, Dennis Wicker, Morgan Everett, David Katz, and James (Jim) Morgan are additionally warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Frank Harrison III are finally warranted because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/14/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Coca-Cola Consolidated, Inc.	05/14/2024	Shareholder	14	Report on Efforts to Prevent Harassment and Discrimination in the Workplace	Against	Against	For	For	A vote FOR this proposal is warranted, as greater disclosure on the company's harassment and discrimination policies and the effectiveness of implementation of these policies would help shareholders better assess how the company is addressing associated risks.
Codexis, Inc.	06/11/2024	Management	1	Elect Director Esther Martinborough	For	For	For	For	WITHHOLD votes for Governance Committee member H. Stewart Parker are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR Esther Martinborough is warranted.
Codexis, Inc.	06/11/2024	Management	2	Elect Director H. Stewart Parker	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee member H. Stewart Parker are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR Esther Martinborough is warranted.
Codexis, Inc.	06/11/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Codexis, Inc.	06/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Codorus Valley Bancorp, Inc.	05/30/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted, given the strategic rationale, the equity form of consideration, and the downside risk of non-approval.
Codorus Valley Bancorp, Inc.	05/30/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	Although NEOs' outstanding time-vesting equity awards will auto-accelerate, cash severance arrangements are reasonable. Further, there are no excise tax gross-ups. Accordingly, a vote FOR this proposal is warranted.
Codorus Valley Bancorp, Inc.	05/30/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
Coeur Mining, Inc.	05/14/2024	Management	1	Elect Director Linda L. Adamany	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Mellor, Mitchell Krebs, Linda Adamany, Randolph Gress and J. Kenneth Thompson are warranted for lack of a majority independent board. Votes AGAINST Robert Mellor, Linda Adamany, Randolph Gress and J. Kenneth Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/14/2024	Management	2	Elect Director Paramita Das	For	For	For	For	Votes AGAINST non-independent nominees Robert Mellor, Mitchell Krebs, Linda Adamany, Randolph Gress and J. Kenneth Thompson are warranted for lack of a majority independent board. Votes AGAINST Robert Mellor, Linda Adamany, Randolph Gress and J. Kenneth Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/14/2024	Management	3	Elect Director Randolph E. Gress	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Mellor, Mitchell Krebs, Linda Adamany, Randolph Gress and J. Kenneth Thompson are warranted for lack of a majority independent board. Votes AGAINST Robert Mellor, Linda Adamany, Randolph Gress and J. Kenneth Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coeur Mining, Inc.	05/14/2024	Management	4	Elect Director Jeane L. Hull	For	For	For	For	Votes AGAINST non-independent nominees Robert Mellor, Mitchell Krebs, Linda Adamany, Randolph Gress and J. Kenneth Thompson are warranted for lack of a majority independent board. Votes AGAINST Robert Mellor, Linda Adamany, Randolph Gress and J. Kenneth Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/14/2024	Management	5	Elect Director Robert Krcmarov	For	For	For	For	Votes AGAINST non-independent nominees Robert Mellor, Mitchell Krebs, Linda Adamany, Randolph Gress and J. Kenneth Thompson are warranted for lack of a majority independent board. Votes AGAINST Robert Mellor, Linda Adamany, Randolph Gress and J. Kenneth Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/14/2024	Management	6	Elect Director Mitchell J. Krebs	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Mellor, Mitchell Krebs, Linda Adamany, Randolph Gress and J. Kenneth Thompson are warranted for lack of a majority independent board. Votes AGAINST Robert Mellor, Linda Adamany, Randolph Gress and J. Kenneth Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/14/2024	Management	7	Elect Director Eduardo Luna	For	For	For	For	Votes AGAINST non-independent nominees Robert Mellor, Mitchell Krebs, Linda Adamany, Randolph Gress and J. Kenneth Thompson are warranted for lack of a majority independent board. Votes AGAINST Robert Mellor, Linda Adamany, Randolph Gress and J. Kenneth Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/14/2024	Management	8	Elect Director Robert E. Mellor	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Mellor, Mitchell Krebs, Linda Adamany, Randolph Gress and J. Kenneth Thompson are warranted for lack of a majority independent board. Votes AGAINST Robert Mellor, Linda Adamany, Randolph Gress and J. Kenneth Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/14/2024	Management	9	Elect Director J. Kenneth Thompson	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Mellor, Mitchell Krebs, Linda Adamany, Randolph Gress and J. Kenneth Thompson are warranted for lack of a majority independent board. Votes AGAINST Robert Mellor, Linda Adamany, Randolph Gress and J. Kenneth Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/14/2024	Management	10	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Coeur Mining, Inc.	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Cogent Biosciences, Inc.	06/05/2024	Management	1	Elect Director Andrew Robbins	For	For	For	For	WITHHOLD votes are warranted for Peter Harwin as a nominating committee member, for lack of racial/ethnic diversity on the board, and as a governance committee member, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impact shareholder rights. A vote FOR director nominee Andrew Robbins is warranted.
Cogent Biosciences, Inc.	06/05/2024	Management	2	Elect Director Peter Harwin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Peter Harwin as a nominating committee member, for lack of racial/ethnic diversity on the board, and as a governance committee member, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impact shareholder rights. A vote FOR director nominee Andrew Robbins is warranted.
Cogent Biosciences, Inc.	06/05/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cogent Biosciences, Inc.	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cogent Biosciences, Inc.	06/05/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cogent Biosciences, Inc.	06/05/2024	Management	6	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
Cohu, Inc.	06/05/2024	Management	1	Elect Director Andrew M. Caggia	For	For	For	For	A vote FOR the director nominees is warranted.
Cohu, Inc.	06/05/2024	Management	2	Elect Director Yon Y. Jordan	For	For	For	For	A vote FOR the director nominees is warranted.
Cohu, Inc.	06/05/2024	Management	3	Elect Director Luis A. Muller	For	For	For	For	A vote FOR the director nominees is warranted.
Cohu, Inc.	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Cohu, Inc.	06/05/2024	Management	5	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Cohu, Inc.	06/05/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Colony Bankcorp, Inc.	05/16/2024	Management	1	Elect Director Scott L. Downing	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr. and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing and Edward Loomis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/16/2024	Management	2	Elect Director T. Heath Fountain	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr. and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing and Edward Loomis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/16/2024	Management	3	Elect Director Audrey D. Hollingsworth	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr. and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing and Edward Loomis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/16/2024	Management	4	Elect Director Edward P. Loomis, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr. and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing and Edward Loomis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/16/2024	Management	5	Elect Director Mark H. Massee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr. and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing and Edward Loomis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/16/2024	Management	6	Elect Director Meagan M. Mowry	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr. and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing and Edward Loomis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Colony Bankcorp, Inc.	05/16/2024	Management	7	Elect Director Matthew D. Reed	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr. and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing and Edward Loomis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/16/2024	Management	8	Elect Director Brian D. Schmitt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr. and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing and Edward Loomis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/16/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Colony Bankcorp, Inc.	05/16/2024	Management	10	Ratify Mauldin & Jenkins, LLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Columbia Sportswear Company	05/30/2024	Management	1	Elect Director Timothy P. Boyle	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	05/30/2024	Management	2	Elect Director Stephen E. Babson	For	For	Withhold	Withhold	WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	05/30/2024	Management	3	Elect Director Andy D. Bryant	For	For	Withhold	Withhold	WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	05/30/2024	Management	4	Elect Director John W. Culver	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	05/30/2024	Management	5	Elect Director Charles D. Denson	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	05/30/2024	Management	6	Elect Director Kevin Mansell	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	05/30/2024	Management	7	Elect Director Ronald E. Nelson	For	For	Withhold	Withhold	WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	05/30/2024	Management	8	Elect Director Christiana Smith Shi	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	05/30/2024	Management	9	Elect Director Sabrina L. Simmons	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	05/30/2024	Management	10	Elect Director Malia H. Wasson	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	05/30/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Columbia Sportswear Company	05/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Comerica Incorporated	04/23/2024	Management	1	Elect Director Arthur G. Angulo	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	2	Elect Director Nancy Avila	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	3	Elect Director Roger A. Cregg	For	For	Against	Against	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	4	Elect Director Curtis C. Farmer	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	5	Elect Director M. Alan Gardner	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	6	Elect Director Derek J. Kerr	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	7	Elect Director Richard G. Lindner	For	For	Against	Against	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	8	Elect Director Jennifer H. Sampson	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	9	Elect Director Barbara R. Smith	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	10	Elect Director Robert S. Taubman	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	11	Elect Director Nina G. Vaca	For	For	Against	Against	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	12	Elect Director Michael G. Van De Ven	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Comerica Incorporated	04/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision. In addition, an inordinate amount of aggregate perquisites were provided to the CEO.
Comerica Incorporated	04/23/2024	Management	15	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Comfort Systems USA, Inc.	05/17/2024	Management	1	Elect Director Darcy G. Anderson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are warranted for lack of a majority independent board. WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Comfort Systems USA, Inc.	05/17/2024	Management	2	Elect Director Herman E. Bulls	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are warranted for lack of a majority independent board. WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2024	Management	3	Elect Director Rhoman J. Hardy	For	For	For	For	WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are warranted for lack of a majority independent board. WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2024	Management	4	Elect Director Brian E. Lane	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are warranted for lack of a majority independent board. WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2024	Management	5	Elect Director Pablo G. Mercado	For	For	For	For	WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are warranted for lack of a majority independent board. WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2024	Management	6	Elect Director Franklin Myers	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are warranted for lack of a majority independent board. WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2024	Management	7	Elect Director William J. Sandbrook	For	For	For	For	WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are warranted for lack of a majority independent board. WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2024	Management	8	Elect Director Constance E. Skidmore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are warranted for lack of a majority independent board. WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2024	Management	9	Elect Director Vance W. Tang	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are warranted for lack of a majority independent board. WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Comfort Systems USA, Inc.	05/17/2024	Management	10	Elect Director Cindy L. Wallis-Lage	For	For	For	For	WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are warranted for lack of a majority independent board. WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls, Constance Skidmore and Vance Tang are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Comfort Systems USA, Inc.	05/17/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Commerce Bancshares, Inc.	04/17/2024	Management	1	Elect Director Terry D. Bassham	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kemper, Terry Bassham and Jonathan Kemper are warranted for lack of a majority independent board. WITHHOLD votes for Terry Bassham are also warranted for serving as a non-independent member of a key board committee.
Commerce Bancshares, Inc.	04/17/2024	Management	2	Elect Director John W. Kemper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kemper, Terry Bassham and Jonathan Kemper are warranted for lack of a majority independent board. WITHHOLD votes for Terry Bassham are also warranted for serving as a non-independent member of a key board committee.
Commerce Bancshares, Inc.	04/17/2024	Management	3	Elect Director Jonathan M. Kemper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kemper, Terry Bassham and Jonathan Kemper are warranted for lack of a majority independent board. WITHHOLD votes for Terry Bassham are also warranted for serving as a non-independent member of a key board committee.
Commerce Bancshares, Inc.	04/17/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Commerce Bancshares, Inc.	04/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
Commercial Metals Company	01/10/2024	Management	1	Elect Director Vicki L. Avril-Groves	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Metals Company	01/10/2024	Management	2	Elect Director John R. McPherson	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Metals Company	01/10/2024	Management	3	Elect Director Barbara R. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Metals Company	01/10/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Commercial Metals Company	01/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Commercial Metals Company	01/10/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Commercial Vehicle Group, Inc.	05/16/2024	Management	1	Elect Director Melanie K. Cook	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/16/2024	Management	2	Elect Director Ruth Gratzke	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/16/2024	Management	3	Elect Director Robert C. Griffin	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/16/2024	Management	4	Elect Director William C. Johnson	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/16/2024	Management	5	Elect Director J. Michael Nauman	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/16/2024	Management	6	Elect Director Wayne M. Rancourt	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/16/2024	Management	7	Elect Director James R. Ray	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/16/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Commercial Vehicle Group, Inc.	05/16/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Community Bank System, Inc.	05/15/2024	Management	1	Elect Director Mark J. Bolus	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Dimitar Karaivanov, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/15/2024	Management	2	Elect Director Neil E. Fesette	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Dimitar Karaivanov, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/15/2024	Management	3	Elect Director Dimitar A. Karaivanov	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Dimitar Karaivanov, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/15/2024	Management	4	Elect Director Jeffery J. Knauss	For	For	For	For	Votes AGAINST non-independent nominees Dimitar Karaivanov, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/15/2024	Management	5	Elect Director Kerrie D. MacPherson	For	For	For	For	Votes AGAINST non-independent nominees Dimitar Karaivanov, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/15/2024	Management	6	Elect Director John Parente	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Dimitar Karaivanov, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/15/2024	Management	7	Elect Director Raymond C. Pecor, III	For	For	For	For	Votes AGAINST non-independent nominees Dimitar Karaivanov, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/15/2024	Management	8	Elect Director Susan E. Skerritt	For	For	For	For	Votes AGAINST non-independent nominees Dimitar Karaivanov, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/15/2024	Management	9	Elect Director Sally A. Steele	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Dimitar Karaivanov, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Community Bank System, Inc.	05/15/2024	Management	10	Elect Director Eric E. Stickels	For	For	For	For	Votes AGAINST non-independent nominees Dimitar Karaivanov, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/15/2024	Management	11	Elect Director Michele P. Sullivan	For	For	For	For	Votes AGAINST non-independent nominees Dimitar Karaivanov, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/15/2024	Management	12	Elect Director John F. Whipple, Jr.	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Dimitar Karaivanov, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Community Bank System, Inc.	05/15/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Community Bank System, Inc.	05/15/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Community Health Systems, Inc.	05/07/2024	Management	1	Elect Director Susan W. Brooks	For	For	For	For	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/07/2024	Management	2	Elect Director Ronald L. Burgess, Jr.	For	For	For	For	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/07/2024	Management	3	Elect Director John A. Clerico	For	For	Against	Against	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/07/2024	Management	4	Elect Director Michael Dinkins	For	For	For	For	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/07/2024	Management	5	Elect Director James S. Ely, III	For	For	Against	Against	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/07/2024	Management	6	Elect Director John A. Fry	For	For	Against	Against	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Community Health Systems, Inc.	05/07/2024	Management	7	Elect Director Joseph A. Hastings	For	For	For	For	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/07/2024	Management	8	Elect Director Tim L. Hingtgen	For	For	For	For	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/07/2024	Management	9	Elect Director Elizabeth T. Hirsch	For	For	For	For	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/07/2024	Management	10	Elect Director William Norris Jennings	For	For	Against	Against	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/07/2024	Management	11	Elect Director K. Ranga Krishnan	For	For	For	For	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/07/2024	Management	12	Elect Director Fawn D. Lopez	For	For	For	For	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/07/2024	Management	13	Elect Director Wayne T. Smith	For	For	For	For	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/07/2024	Management	14	Elect Director H. James Williams	For	For	For	For	Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair John Fry are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/07/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Community Health Systems, Inc.	05/07/2024	Management	16	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Community Trust Bancorp, Inc.	04/23/2024	Management	1	Elect Director Charles J. Baird	For	For	For	For	WITHHOLD votes for James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/23/2024	Management	2	Elect Director Franklin H. Farris, Jr.	For	For	For	For	WITHHOLD votes for James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/23/2024	Management	3	Elect Director Mark A. Gooch	For	For	For	For	WITHHOLD votes for James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Community Trust Bancorp, Inc.	04/23/2024	Management	4	Elect Director Eugenia Crittenden "Crit" Luallen	For	For	For	For	WITHHOLD votes for James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/23/2024	Management	5	Elect Director Ina Michelle Matthews	For	For	For	For	WITHHOLD votes for James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/23/2024	Management	6	Elect Director James E. McGhee, II	For	For	Withhold	Withhold	WITHHOLD votes for James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/23/2024	Management	7	Elect Director Franky Minnifield	For	For	For	For	WITHHOLD votes for James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/23/2024	Management	8	Elect Director Jefferson F. Sandlin	For	For	For	For	WITHHOLD votes for James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/23/2024	Management	9	Elect Director Anthony W. St. Charles	For	For	Withhold	Withhold	WITHHOLD votes for James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/23/2024	Management	10	Elect Director Chad C. Street	For	For	For	For	WITHHOLD votes for James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/23/2024	Management	11	Elect Director Lillian (Kay) Webb	For	For	For	For	WITHHOLD votes for James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/23/2024	Management	12	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Community Trust Bancorp, Inc.	04/23/2024	Management	13	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Community Trust Bancorp, Inc.	04/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The board adjusted performance metrics/goals during the performance period.
Community West Bancshares	05/30/2024	Management	1	Elect Director Robert H. Bartlein	For	For	For	For	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	2	Elect Director Suzanne Chadwick	For	For	For	For	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	3	Elect Director Daniel N. Cunningham	For	For	Withhold	Withhold	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	4	Elect Director Tom L. Dobyns	For	For	For	For	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	5	Elect Director Daniel J. Doyle	For	For	For	For	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Community West Bancshares	05/30/2024	Management	6	Elect Director F.T. "Tommy" Elliott, IV	For	For	For	For	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	7	Elect Director Robert J. Flautt	For	For	For	For	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	8	Elect Director James J. Kim	For	For	For	For	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	9	Elect Director James W. Lokey	For	For	For	For	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	10	Elect Director Andriana D. Majarian	For	For	For	For	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	11	Elect Director Steven D. McDonald	For	For	Withhold	Withhold	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	12	Elect Director Martin E. Plourd	For	For	For	For	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	13	Elect Director Dorothea D. Silva	For	For	For	For	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	14	Elect Director William S. Smittcamp	For	For	Withhold	Withhold	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	15	Elect Director Kirk B. Stovesand	For	For	For	For	WITHHOLD votes for Daniel Cunningham, Steven McDonald, and William Smittcamp are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community West Bancshares	05/30/2024	Management	16	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Community West Bancshares	05/30/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Compass Minerals International, Inc.	03/05/2024	Management	1	Elect Director Edward C. Dowling, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Compass Minerals International, Inc.	03/05/2024	Management	2	Elect Director Richard P. Dealy	For	For	For	For	A vote FOR the director nominees is warranted.
Compass Minerals International, Inc.	03/05/2024	Management	3	Elect Director Vance O. Holtzman	For	For	For	For	A vote FOR the director nominees is warranted.
Compass Minerals International, Inc.	03/05/2024	Management	4	Elect Director Gareth T. Joyce	For	For	For	For	A vote FOR the director nominees is warranted.
Compass Minerals International, Inc.	03/05/2024	Management	5	Elect Director Melissa M. Miller	For	For	For	For	A vote FOR the director nominees is warranted.
Compass Minerals International, Inc.	03/05/2024	Management	6	Elect Director Joseph E. Reece	For	For	For	For	A vote FOR the director nominees is warranted.
Compass Minerals International, Inc.	03/05/2024	Management	7	Elect Director Shane T. Wagnon	For	For	For	For	A vote FOR the director nominees is warranted.
Compass Minerals International, Inc.	03/05/2024	Management	8	Elect Director Lori A. Walker	For	For	For	For	A vote FOR the director nominees is warranted.
Compass Minerals International, Inc.	03/05/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Compass Minerals International, Inc.	03/05/2024	Management	10	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Compass Minerals International, Inc.	03/05/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Compass, Inc.	06/05/2024	Management	1	Elect Director Josh McCarter	For	Against	Against	Against	A vote AGAINST Governance Committee members Josh McCarter and Steven Sordello is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Compass, Inc.	06/05/2024	Management	2	Elect Director Steven Sordello	For	Against	Against	Against	A vote AGAINST Governance Committee members Josh McCarter and Steven Sordello is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Compass, Inc.	06/05/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Compass, Inc.	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following the forfeiture of the CEO's performance-based equity awards with unmet stock price goals, the CEO received a sizable cash bonus and his equity compensation beginning in fiscal 2024 consists solely of time-based equity awards. The elimination of the performance-based component in long-term incentives is concerning as it severs the link between long-term pay and performance.
CompX International Inc.	05/22/2024	Management	1	Elect Director Thomas E. Barry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Ann Manix and Mary Tidlund are warranted for neglecting to include auditor ratification on the proxy ballot. Votes FOR Gina A. Norris are warranted.
CompX International Inc.	05/22/2024	Management	2	Elect Director Loretta J. Feehan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Ann Manix and Mary Tidlund are warranted for neglecting to include auditor ratification on the proxy ballot. Votes FOR Gina A. Norris are warranted.
CompX International Inc.	05/22/2024	Management	3	Elect Director Terri L. Herrington	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Ann Manix and Mary Tidlund are warranted for neglecting to include auditor ratification on the proxy ballot. Votes FOR Gina A. Norris are warranted.

# B.1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CompX International Inc.	05/22/2024	Management	4	Elect Director Scott C. James	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Ann Manix and Mary Tidlund are warranted for neglecting to include auditor ratification on the proxy ballot. Votes FOR Gina A. Norris are warranted.
CompX International Inc.	05/22/2024	Management	5	Elect Director Ann Manix	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Ann Manix and Mary Tidlund are warranted for neglecting to include auditor ratification on the proxy ballot. Votes FOR Gina A. Norris are warranted.
CompX International Inc.	05/22/2024	Management	6	Elect Director Gina A. Norris	For	For	For	For	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Ann Manix and Mary Tidlund are warranted for neglecting to include auditor ratification on the proxy ballot. Votes FOR Gina A. Norris are warranted.
CompX International Inc.	05/22/2024	Management	7	Elect Director Michael S. Simmons	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Ann Manix and Mary Tidlund are warranted for neglecting to include auditor ratification on the proxy ballot. Votes FOR Gina A. Norris are warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CompX International Inc.	05/22/2024	Management	8	Elect Director Mary A. Tidlund	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Ann Manix and Mary Tidlund are warranted for neglecting to include auditor ratification on the proxy ballot. Votes FOR Gina A. Norris are warranted.
CompX International Inc.	05/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the company reports the allocable amount of cash compensation from the parent to each non-employee NEO, in addition to compensation paid to NEO employees, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics or factors, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.
Concentrix Corporation	03/21/2024	Management	1	Elect Director Chris Caldwell	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	2	Elect Director Teh-Chien Chou	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	3	Elect Director LaVerne H. Council	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	4	Elect Director Jennifer Deason	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	5	Elect Director Olivier Duha	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	6	Elect Director Nicolas Gheysens	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	7	Elect Director Kathryn Hayley	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	8	Elect Director Kathryn Marinello	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	9	Elect Director Dennis Polk	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	10	Elect Director Ann Vezina	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Concentrix Corporation	03/21/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Concrete Pumping Holdings, Inc.	04/11/2024	Management	1	Elect Director Bruce Young	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Bruce Young, Thomas (Tom) Armstrong Jr., Ryan Beres, and Brent Stevens given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Concrete Pumping Holdings, Inc.	04/11/2024	Management	2	Elect Director M. Brent Stevens	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Bruce Young, Thomas (Tom) Armstrong Jr., Ryan Beres, and Brent Stevens given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Concrete Pumping Holdings, Inc.	04/11/2024	Management	3	Elect Director Tom Armstrong	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Bruce Young, Thomas (Tom) Armstrong Jr., Ryan Beres, and Brent Stevens given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Concrete Pumping Holdings, Inc.	04/11/2024	Management	4	Elect Director Ryan Beres	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Bruce Young, Thomas (Tom) Armstrong Jr., Ryan Beres, and Brent Stevens given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Concrete Pumping Holdings, Inc.	04/11/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Concrete Pumping Holdings, Inc.	04/11/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Conduent Incorporated	05/17/2024	Management	1	Elect Director Clifford Skelton	For	For	For	For	A vote FOR all director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Conduent Incorporated	05/17/2024	Management	2	Elect Director Hunter Gary	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/17/2024	Management	3	Elect Director Kathy Higgins Victor	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/17/2024	Management	4	Elect Director Scott Letier	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/17/2024	Management	5	Elect Director Jesse A. Lynn	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/17/2024	Management	6	Elect Director Steven Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/17/2024	Management	7	Elect Director Michael Montelongo	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/17/2024	Management	8	Elect Director Margarita Palau-Hernandez	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/17/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Conduent Incorporated	05/17/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
CONMED Corporation	05/22/2024	Management	1	Elect Director David Bronson	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/22/2024	Management	2	Elect Director Brian P. Concannon	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/22/2024	Management	3	Elect Director LaVerne Council	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/22/2024	Management	4	Elect Director Charles M. Farkas	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/22/2024	Management	5	Elect Director Martha Goldberg Aronson	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/22/2024	Management	6	Elect Director Curt R. Hartman	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/22/2024	Management	7	Elect Director Barbara J. Schwarzentraub	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/22/2024	Management	8	Elect Director John L. Workman	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
CONMED Corporation	05/22/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ConnectOne Bancorp, Inc.	05/21/2024	Management	1	Elect Director Frank Sorrentino, III	For	For	For	For	WITHHOLD votes for Nicholas Minoia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/21/2024	Management	2	Elect Director Stephen T. Boswell	For	For	For	For	WITHHOLD votes for Nicholas Minoia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/21/2024	Management	3	Elect Director Frank W. Baier	For	For	For	For	WITHHOLD votes for Nicholas Minoia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/21/2024	Management	4	Elect Director Frank Huttle, III	For	For	For	For	WITHHOLD votes for Nicholas Minoia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/21/2024	Management	5	Elect Director Michael Kempner	For	For	For	For	WITHHOLD votes for Nicholas Minoia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/21/2024	Management	6	Elect Director Elizabeth Magennis	For	For	For	For	WITHHOLD votes for Nicholas Minoia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/21/2024	Management	7	Elect Director Nicholas Minoia	For	For	Withhold	Withhold	WITHHOLD votes for Nicholas Minoia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/21/2024	Management	8	Elect Director Anson M. Moise	For	For	For	For	WITHHOLD votes for Nicholas Minoia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/21/2024	Management	9	Elect Director Katherin Nukk-Freeman	For	For	For	For	WITHHOLD votes for Nicholas Minoia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/21/2024	Management	10	Elect Director Susan C. O'Donnell	For	For	For	For	WITHHOLD votes for Nicholas Minoia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/21/2024	Management	11	Elect Director Daniel Rifkin	For	For	For	For	WITHHOLD votes for Nicholas Minoia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/21/2024	Management	12	Elect Director Mark Sokolich	For	For	For	For	WITHHOLD votes for Nicholas Minoia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/21/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ConnectOne Bancorp, Inc.	05/21/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ConnectOne Bancorp, Inc.	05/21/2024	Management	15	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Consensus Cloud Solutions, Inc.	06/12/2024	Management	1	Elect Director Pamela Sutton-Wallace	For	For	For	For	A vote FOR all director nominees is warranted.
Consensus Cloud Solutions, Inc.	06/12/2024	Management	2	Elect Director Scott Turicchi	For	For	For	For	A vote FOR all director nominees is warranted.
Consensus Cloud Solutions, Inc.	06/12/2024	Management	3	Ratify Deloitte & Touche, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Consensus Cloud Solutions, Inc.	06/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
CONSOL Energy Inc.	04/30/2024	Management	1	Elect Director James A. Brock	For	For	For	For	A vote FOR all director nominees is warranted.
CONSOL Energy Inc.	04/30/2024	Management	2	Elect Director John T. Mills	For	For	For	For	A vote FOR all director nominees is warranted.
CONSOL Energy Inc.	04/30/2024	Management	3	Elect Director Cassandra Pan	For	For	For	For	A vote FOR all director nominees is warranted.
CONSOL Energy Inc.	04/30/2024	Management	4	Elect Director Valli Perera	For	For	For	For	A vote FOR all director nominees is warranted.
CONSOL Energy Inc.	04/30/2024	Management	5	Elect Director Joseph P. Platt	For	For	For	For	A vote FOR all director nominees is warranted.
CONSOL Energy Inc.	04/30/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CONSOL Energy Inc.	04/30/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
CONSOL Energy Inc.	04/30/2024	Management	8	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CONSOL Energy Inc.	04/30/2024	Management	9	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Consolidated Communications Holdings, Inc.	01/31/2024	Management	1	Approve Merger Agreement	For	For	For	For	The frustration of long-term shareholders who have experienced a substantial decline in share value over a period of significant infrastructure investment by the company is understandable. At the same time, there is an immediate and sizable downside risk in rejecting the deal. Moreover, management's ability to execute on its projected plan is far from assured, as the plan leaves little margin for error and any underperformance could force the company to raise further capital, an expensive and likely dilutive proposition for shareholders. In light of these factors, support FOR the proposed transaction is warranted.
Consolidated Communications Holdings, Inc.	01/31/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. NEOs' cash severance are double trigger and performance-based equity awards will be treated on a double-trigger basis. In addition, no excise tax gross-ups are expected.
Consolidated Communications Holdings, Inc.	01/31/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Consolidated Communications Holdings, Inc.	05/31/2024	Management	1	Elect Director Robert J. Currey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Thomas Gerke, Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Gerke, Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/31/2024	Management	2	Elect Director Andrew S. Frey	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Thomas Gerke, Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Gerke, Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Consolidated Communications Holdings, Inc.	05/31/2024	Management	3	Elect Director David G. Fuller	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Thomas Gerke, Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Gerke, Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/31/2024	Management	4	Elect Director Thomas A. Gerke	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Thomas Gerke, Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Gerke, Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/31/2024	Management	5	Elect Director Roger H. Moore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Thomas Gerke, Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Gerke, Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/31/2024	Management	6	Elect Director Maribeth S. Rahe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Thomas Gerke, Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Gerke, Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/31/2024	Management	7	Elect Director Marissa M. Solis	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Thomas Gerke, Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Gerke, Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/31/2024	Management	8	Elect Director C. Robert Udell, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Thomas Gerke, Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Gerke, Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/31/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Consolidated Communications Holdings, Inc.	05/31/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Consolidated Water Co. Ltd.	06/24/2024	Management	1	Elect Director Linda Beidler-D'Aguilar	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board. WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Leonard Sokolow are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for Linda Beidler-D'Aguilar for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for her absences.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Consolidated Water Co. Ltd.	06/24/2024	Management	2	Elect Director Brian E. Butler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board.WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Leonard Sokolow are warranted for serving on more than two public boards while serving as a CEO of an outside company.WITHHOLD votes are warranted for Linda Beidler-D'Aguilar for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for her absences.
Consolidated Water Co. Ltd.	06/24/2024	Management	3	Elect Director Carson K. Ebanks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board.WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Leonard Sokolow are warranted for serving on more than two public boards while serving as a CEO of an outside company.WITHHOLD votes are warranted for Linda Beidler-D'Aguilar for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for her absences.
Consolidated Water Co. Ltd.	06/24/2024	Management	4	Elect Director Clarence B. Flowers, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board.WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Leonard Sokolow are warranted for serving on more than two public boards while serving as a CEO of an outside company.WITHHOLD votes are warranted for Linda Beidler-D'Aguilar for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for her absences.
Consolidated Water Co. Ltd.	06/24/2024	Management	5	Elect Director Frederick W. McTaggart	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board.WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Leonard Sokolow are warranted for serving on more than two public boards while serving as a CEO of an outside company.WITHHOLD votes are warranted for Linda Beidler-D'Aguilar for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for her absences.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Consolidated Water Co. Ltd.	06/24/2024	Management	6	Elect Director Wilmer F. Pergande	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board.WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Leonard Sokolow are warranted for serving on more than two public boards while serving as a CEO of an outside company.WITHHOLD votes are warranted for Linda Beidler-D'Aguilar for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for her absences.
Consolidated Water Co. Ltd.	06/24/2024	Management	7	Elect Director Leonard J. Sokolow	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board.WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Leonard Sokolow are warranted for serving on more than two public boards while serving as a CEO of an outside company.WITHHOLD votes are warranted for Linda Beidler-D'Aguilar for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for her absences.
Consolidated Water Co. Ltd.	06/24/2024	Management	8	Elect Director Raymond Whittaker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board.WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Leonard Sokolow are warranted for serving on more than two public boards while serving as a CEO of an outside company.WITHHOLD votes are warranted for Linda Beidler-D'Aguilar for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for her absences.
Consolidated Water Co. Ltd.	06/24/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision.
Consolidated Water Co. Ltd.	06/24/2024	Management	10	Approve Marcum LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cooper-Standard Holdings Inc.	05/16/2024	Management	1	Elect Director John G. Boss	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/16/2024	Management	2	Elect Director Jeffrey S. Edwards	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/16/2024	Management	3	Elect Director Richard J. Freeland	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/16/2024	Management	4	Elect Director Adriana E. Macouzet-Flores	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/16/2024	Management	5	Elect Director David J. Mastrocola	For	For	Against	Against	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cooper-Standard Holdings Inc.	05/16/2024	Management	6	Elect Director Christine M. Moore	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/16/2024	Management	7	Elect Director Robert J. Remenar	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/16/2024	Management	8	Elect Director Sonya F. Sepahban	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/16/2024	Management	9	Elect Director Thomas W. Sidlik	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/16/2024	Management	10	Elect Director Stephen A. Van Oss	For	For	Against	Against	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Cooper-Standard Holdings Inc.	05/16/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Corcept Therapeutics Incorporated	05/17/2024	Management	1	Elect Director Gregg Alton	For	For	For	For	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/17/2024	Management	2	Elect Director G. Leonard Baker, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/17/2024	Management	3	Elect Director Joseph K. Belanoff	For	For	For	For	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/17/2024	Management	4	Elect Director Gillian M. Cannon	For	For	For	For	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/17/2024	Management	5	Elect Director David L. Mahoney	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/17/2024	Management	6	Elect Director Joshua M. Murray	For	For	For	For	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/17/2024	Management	7	Elect Director Kimberly Park	For	For	For	For	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/17/2024	Management	8	Elect Director Daniel N. Swisher, Jr.	For	For	For	For	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/17/2024	Management	9	Elect Director James N. Wilson	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/17/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Corcept Therapeutics Incorporated	05/17/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Corcept Therapeutics Incorporated	05/17/2024	Management	12	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 27.40 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Core & Main, Inc.	06/26/2024	Management	1	Elect Director Robert M. Buck	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Robert Buck and Kathleen Mazzarella given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee James Castellano is warranted.
Core & Main, Inc.	06/26/2024	Management	2	Elect Director James G. Castellano	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Robert Buck and Kathleen Mazzarella given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee James Castellano is warranted.
Core & Main, Inc.	06/26/2024	Management	3	Elect Director Kathleen M. Mazzarella	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Robert Buck and Kathleen Mazzarella given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee James Castellano is warranted.
Core & Main, Inc.	06/26/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Core & Main, Inc.	06/26/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided tax gross-up payment for the CEO's life insurance perquisite. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Core Laboratories Inc.	05/08/2024	Management	1	Elect Director Lawrence Bruno	For	For	For	For	A vote FOR the director nominees is warranted.
Core Laboratories Inc.	05/08/2024	Management	2	Elect Director Kwaku Temeng	For	For	For	For	A vote FOR the director nominees is warranted.
Core Laboratories Inc.	05/08/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Core Laboratories Inc.	05/08/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Core Laboratories Inc.	05/08/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan administrator may provide loans to exercise awards. * The plan allows for single-trigger vesting of equity upon a change-in-control.
Corsair Gaming, Inc.	06/06/2024	Management	1	Elect Director Jason Glen Cahilly	For	For	For	For	WITHHOLD votes for non-independent nominee Andrew Paul are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Governance Committee member Samuel Szteinbaum are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Corsair Gaming, Inc.	06/06/2024	Management	2	Elect Director Sarah Mears Kim	For	For	For	For	WITHHOLD votes for non-independent nominee Andrew Paul are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Governance Committee member Samuel Szteinbaum are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Corsair Gaming, Inc.	06/06/2024	Management	3	Elect Director Andrew J. Paul	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Andrew Paul are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Governance Committee member Samuel Szeinbaum are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Corsair Gaming, Inc.	06/06/2024	Management	4	Elect Director Samuel R. Szeinbaum	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Andrew Paul are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Governance Committee member Samuel Szeinbaum are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Corsair Gaming, Inc.	06/06/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Corsair Gaming, Inc.	06/06/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Coursera, Inc.	05/21/2024	Management	1	Elect Director Jeffrey N. Maggioncalda	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Jeffrey (Jeff) Maggioncalda and Sabrina Simmons given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Susan Muigai is warranted.
Coursera, Inc.	05/21/2024	Management	2	Elect Director Susan W. Muigai	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Jeffrey (Jeff) Maggioncalda and Sabrina Simmons given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Susan Muigai is warranted.
Coursera, Inc.	05/21/2024	Management	3	Elect Director Sabrina L. Simmons	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Jeffrey (Jeff) Maggioncalda and Sabrina Simmons given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Susan Muigai is warranted.
Coursera, Inc.	05/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Coursera, Inc.	05/21/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Covenant Logistics Group, Inc.	05/15/2024	Management	1	Elect Director David R. Parker	For	For	For	For	WITHHOLD votes for Bradley Moline are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Benjamin Carson Sr., Bradley Moline, and Tracy Rosser are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/15/2024	Management	2	Elect Director Benjamin S. Carson, Sr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Bradley Moline are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Benjamin Carson Sr., Bradley Moline, and Tracy Rosser are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Covenant Logistics Group, Inc.	05/15/2024	Management	3	Elect Director Joey B. Hogan	For	For	For	For	WITHHOLD votes for Bradley Moline are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Benjamin Carson Sr., Bradley Moline, and Tracy Rosser are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/15/2024	Management	4	Elect Director D. Michael Kramer	For	For	For	For	WITHHOLD votes for Bradley Moline are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Benjamin Carson Sr., Bradley Moline, and Tracy Rosser are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/15/2024	Management	5	Elect Director Bradley A. Moline	For	Withhold	Withhold	Withhold	WITHHOLD votes for Bradley Moline are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Benjamin Carson Sr., Bradley Moline, and Tracy Rosser are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/15/2024	Management	6	Elect Director Rachel Parker-Hatchett	For	For	For	For	WITHHOLD votes for Bradley Moline are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Benjamin Carson Sr., Bradley Moline, and Tracy Rosser are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/15/2024	Management	7	Elect Director Tracy L. Rosser	For	Withhold	Withhold	Withhold	WITHHOLD votes for Bradley Moline are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Benjamin Carson Sr., Bradley Moline, and Tracy Rosser are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/15/2024	Management	8	Elect Director Herbert J. Schmidt	For	For	For	For	WITHHOLD votes for Bradley Moline are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Benjamin Carson Sr., Bradley Moline, and Tracy Rosser are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/15/2024	Management	9	Elect Director W. Miller Welborn	For	For	For	For	WITHHOLD votes for Bradley Moline are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Benjamin Carson Sr., Bradley Moline, and Tracy Rosser are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Covenant Logistics Group, Inc.	05/15/2024	Management	11	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Crane Company	04/22/2024	Management	1	Elect Director Martin R. Benante	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	2	Elect Director Sanjay Kapoor	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	3	Elect Director Ronald C. Lindsay	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	4	Elect Director Ellen McClain	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	5	Elect Director Charles G. McClure, Jr.	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	6	Elect Director Max H. Mitchell	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	7	Elect Director Jennifer M. Pollino	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	8	Elect Director John S. Stroup	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	9	Elect Director James L. L. Tullis	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Crane Company	04/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Crane Company	04/22/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Crawford & Company	05/10/2024	Management	1	Elect Director Dame Inga K. Beale	For	For	For	For	WITHHOLD votes for Jesse C. Crawford Jr. and Jesse C. Crawford are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for Jesse Crawford are further warranted as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/10/2024	Management	2	Elect Director Cameron M. Bready	For	For	For	For	WITHHOLD votes for Jesse C. Crawford Jr. and Jesse C. Crawford are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for Jesse Crawford are further warranted as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/10/2024	Management	3	Elect Director Jesse C. Crawford	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jesse C. Crawford Jr. and Jesse C. Crawford are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for Jesse Crawford are further warranted as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/10/2024	Management	4	Elect Director Jesse C. Crawford, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jesse C. Crawford Jr. and Jesse C. Crawford are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for Jesse Crawford are further warranted as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/10/2024	Management	5	Elect Director Fred R. Donner	For	For	For	For	WITHHOLD votes for Jesse C. Crawford Jr. and Jesse C. Crawford are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for Jesse Crawford are further warranted as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Crawford & Company	05/10/2024	Management	6	Elect Director Lisa G. Hannusch	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jesse C. Crawford Jr. and Jesse C. Crawford are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for Jesse Crawford are further warranted as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/10/2024	Management	7	Elect Director Rahul Patel	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jesse C. Crawford Jr. and Jesse C. Crawford are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for Jesse Crawford are further warranted as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/10/2024	Management	8	Elect Director Rohit Verma	For	For	For	For	WITHHOLD votes for Jesse C. Crawford Jr. and Jesse C. Crawford are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for Jesse Crawford are further warranted as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/10/2024	Management	9	Elect Director D. Richard Williams	For	For	For	For	WITHHOLD votes for Jesse C. Crawford Jr. and Jesse C. Crawford are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for Jesse Crawford are further warranted as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/10/2024	Management	10	Amend Non-Employee Director Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution for all incentive plans of 18.60 percent is excessive. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Crawford & Company	05/10/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Credit Acceptance Corporation	06/05/2024	Management	1	Elect Director Kenneth S. Booth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Tryforos, Glenda Flanagan and Scott Vassalluzzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Credit Acceptance Corporation	06/05/2024	Management	2	Elect Director Glenda J. Flanagan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Tryforos, Glenda Flanagan and Scott Vassalluzzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Credit Acceptance Corporation	06/05/2024	Management	3	Elect Director Vinayak R. Hegde	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Tryforos, Glenda Flanagan and Scott Vassalluzzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Credit Acceptance Corporation	06/05/2024	Management	4	Elect Director Sean E. Quinn	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Tryforos, Glenda Flanagan and Scott Vassalluzzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Credit Acceptance Corporation	06/05/2024	Management	5	Elect Director Thomas N. Tryforos	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Tryforos, Glenda Flanagan and Scott Vassalluzzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Credit Acceptance Corporation	06/05/2024	Management	6	Elect Director Scott J. Vassalluzzo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Tryforos, Glenda Flanagan and Scott Vassalluzzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Credit Acceptance Corporation	06/05/2024	Management	7	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 11.34 percent is reasonable.
Credit Acceptance Corporation	06/05/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Credit Acceptance Corporation	06/05/2024	Management	9	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crinetics Pharmaceuticals, Inc.	06/07/2024	Management	1	Elect Director Camille L. Bedrosian	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Wendell Wierenga and Camille Bedrosian given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Crinetics Pharmaceuticals, Inc.	06/07/2024	Management	2	Elect Director Wendell Wierenga	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Wendell Wierenga and Camille Bedrosian given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Crinetics Pharmaceuticals, Inc.	06/07/2024	Management	3	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crinetics Pharmaceuticals, Inc.	06/07/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company uses above-median benchmarking for long-term incentives. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Crocs, Inc.	06/04/2024	Management	1	Elect Director Ronald L. Frasch	For	For	Withhold	Withhold	WITHHOLD votes for Ronald (Ron) Frasch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crocs, Inc.	06/04/2024	Management	2	Elect Director Andrew Rees	For	For	For	For	WITHHOLD votes for Ronald (Ron) Frasch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Crocs, Inc.	06/04/2024	Management	3	Elect Director Charisse Ford Hughes	For	For	For	For	WITHHOLD votes for Ronald (Ron) Frasch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crocs, Inc.	06/04/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crocs, Inc.	06/04/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Cross Country Healthcare, Inc.	05/14/2024	Management	1	Elect Director Kevin C. Clark	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/14/2024	Management	2	Elect Director Dwayne Allen	For	For	For	For	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/14/2024	Management	3	Elect Director Venkat Bhamidipati	For	For	For	For	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/14/2024	Management	4	Elect Director W. Larry Cash	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/14/2024	Management	5	Elect Director Gale Fitzgerald	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/14/2024	Management	6	Elect Director John A. Martins	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/14/2024	Management	7	Elect Director Janice E. Nevin	For	For	For	For	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/14/2024	Management	8	Elect Director Mark Perlberg	For	For	For	For	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/14/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cross Country Healthcare, Inc.	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Cross Country Healthcare, Inc.	05/14/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CrossFirst Bankshares, Inc.	05/14/2024	Management	1	Elect Director Ronald C. Geist	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Ronald (Ron) Geist are warranted for lack of a majority independent board. WITHHOLD votes for Ronald (Ron) Geist are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee member Ronald (Ron) Geist given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CrossFirst Bankshares, Inc.	05/14/2024	Management	2	Elect Director Kevin S. Rauckman	For	For	For	For	WITHHOLD votes for non-independent nominee Ronald (Ron) Geist are warranted for lack of a majority independent board. WITHHOLD votes for Ronald (Ron) Geist are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee member Ronald (Ron) Geist given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CrossFirst Bankshares, Inc.	05/14/2024	Management	3	Elect Director Grey Stogner	For	For	For	For	WITHHOLD votes for non-independent nominee Ronald (Ron) Geist are warranted for lack of a majority independent board. WITHHOLD votes for Ronald (Ron) Geist are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee member Ronald (Ron) Geist given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CrossFirst Bankshares, Inc.	05/14/2024	Management	4	Elect Director Steven W. Caple	For	For	For	For	WITHHOLD votes for non-independent nominee Ronald (Ron) Geist are warranted for lack of a majority independent board. WITHHOLD votes for Ronald (Ron) Geist are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee member Ronald (Ron) Geist given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CrossFirst Bankshares, Inc.	05/14/2024	Management	5	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CS Disco, Inc.	06/13/2024	Management	1	Elect Director Susan L. Blount	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Susan Blount and Krishna Srinivasan given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Scott Hill and Krishna Srinivasan as the identified pay-for-performance misalignment has not been mitigated at this time. Majority of the equity awards are time-based and the performance awards granted utilize an annual measurement period. In addition, there is limited disclosure with respect to the annual incentive program.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CS Disco, Inc.	06/13/2024	Management	2	Elect Director Scott Hill	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Susan Blount and Krishna Srinivasan given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Scott Hill and Krishna Srinivasan as the identified pay-for-performance misalignment has not been mitigated at this time. Majority of the equity awards are time-based and the performance awards granted utilize an annual measurement period. In addition, there is limited disclosure with respect to the annual incentive program.
CS Disco, Inc.	06/13/2024	Management	3	Elect Director Krishna Srinivasan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Susan Blount and Krishna Srinivasan given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Scott Hill and Krishna Srinivasan as the identified pay-for-performance misalignment has not been mitigated at this time. Majority of the equity awards are time-based and the performance awards granted utilize an annual measurement period. In addition, there is limited disclosure with respect to the annual incentive program.
CS Disco, Inc.	06/13/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
CSG Systems International, Inc.	05/15/2024	Management	1	Elect Director Brian Shepherd	For	For	For	For	A vote FOR all director nominees is warranted.
CSG Systems International, Inc.	05/15/2024	Management	2	Elect Director Silvio Tavares	For	For	For	For	A vote FOR all director nominees is warranted.
CSG Systems International, Inc.	05/15/2024	Management	3	Elect Director Tse Li "Lily" Yang	For	For	For	For	A vote FOR all director nominees is warranted.
CSG Systems International, Inc.	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
CSG Systems International, Inc.	05/15/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CSP Inc.	02/06/2024	Management	1	Elect Director Victor Dellovo	For	For	For	For	WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/06/2024	Management	2	Elect Director Charles Blackmon	For	For	For	For	WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/06/2024	Management	3	Elect Director Ismail "Izzy" Azeri	For	For	For	For	WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/06/2024	Management	4	Elect Director C. Shelton James	For	For	Withhold	Withhold	WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/06/2024	Management	5	Elect Director Marilyn T. Smith	For	For	For	For	WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/06/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
CSP Inc.	02/06/2024	Management	7	Ratify RSM US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CSP Inc.	06/26/2024	Management	1	Increase Authorized Common Stock	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is excessive.
CSP Inc.	06/26/2024	Management	2	Adjourn Meeting	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the underlying proposal does not merit support.
CTS Corporation	05/09/2024	Management	1	Elect Director Donna M. Costello	For	For	For	For	Votes AGAINST Robert Profusek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CTS Corporation	05/09/2024	Management	2	Elect Director Amy M. Dodrill	For	For	For	For	Votes AGAINST Robert Profusek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CTS Corporation	05/09/2024	Management	3	Elect Director William S. Johnson	For	For	For	For	Votes AGAINST Robert Profusek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CTS Corporation	05/09/2024	Management	4	Elect Director Kieran M. O'Sullivan	For	For	For	For	Votes AGAINST Robert Profusek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CTS Corporation	05/09/2024	Management	5	Elect Director Robert A. Profusek	For	For	Against	Against	Votes AGAINST Robert Profusek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CTS Corporation	05/09/2024	Management	6	Elect Director Randy L. Stone	For	For	For	For	Votes AGAINST Robert Profusek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CTS Corporation	05/09/2024	Management	7	Elect Director Alfonso G. Zulueta	For	For	For	For	Votes AGAINST Robert Profusek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CTS Corporation	05/09/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
CTS Corporation	05/09/2024	Management	9	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	1	Elect Director Carlos Alvarez *Withdrawn Resolution*					
Cullen/Frost Bankers, Inc.	04/24/2024	Management	2	Elect Director Hope Andrade	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	3	Elect Director Chris M. Avery	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	4	Elect Director Anthony ("Tony") R. Chase	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	5	Elect Director Cynthia J. Comparin	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	6	Elect Director Samuel G. Dawson	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	7	Elect Director Crawford H. Edwards	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	8	Elect Director Phillip D. Green	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	9	Elect Director David J. Haemisegger	For	For	Against	Against	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	10	Elect Director Charles W. Matthews	For	For	Against	Against	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	11	Elect Director Joseph A. Pierce	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cullen/Frost Bankers, Inc.	04/24/2024	Management	12	Elect Director Linda B. Rutherford	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	13	Elect Director Jack Willome	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive amount of security-related benefits to the CEO.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	15	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	16	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cumulus Media Inc.	05/02/2024	Management	1	Elect Director Mary G. Berner	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/02/2024	Management	2	Elect Director Matthew C. Blank	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/02/2024	Management	3	Elect Director Thomas H. Castro	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/02/2024	Management	4	Elect Director Deborah A. Farrington	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/02/2024	Management	5	Elect Director Joan Hogan Gillman	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/02/2024	Management	6	Elect Director Andrew W. Hobson	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/02/2024	Management	7	Elect Director Brian G. Kushner	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/02/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Cumulus Media Inc.	05/02/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Curtiss-Wright Corporation	05/02/2024	Management	1	Elect Director Lynn M. Bamford	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	2	Elect Director Dean M. Flatt	For	For	Withhold	Withhold	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	3	Elect Director Bruce D. Hoechner	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	4	Elect Director Glenda J. Minor	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	5	Elect Director Anthony J. Moraco	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	6	Elect Director William F. Moran	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	7	Elect Director Robert J. Rivet	For	For	Withhold	Withhold	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	8	Elect Director Peter C. Wallace	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	9	Elect Director Larry D. Wyche	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Curtiss-Wright Corporation	05/02/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Curtiss-Wright Corporation	05/02/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Curtiss-Wright Corporation	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted because: * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company provided the CEO inordinate amounts of auto-related perquisites and financial planning perquisites.
Cushman & Wakefield Plc	05/16/2024	Management	1	Elect Director Michelle MacKay	For	For	For	For	A vote AGAINST Governance Committee member Angela Sun is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Cushman & Wakefield Plc	05/16/2024	Management	2	Elect Director Angela Sun	For	Against	Against	Against	A vote AGAINST Governance Committee member Angela Sun is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Cushman & Wakefield Plc	05/16/2024	Management	3	Elect Director Rajesh Vennam	For	For	For	For	A vote AGAINST Governance Committee member Angela Sun is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Cushman & Wakefield Plc	05/16/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cushman & Wakefield Plc	05/16/2024	Management	5	Ratify KPMG LLP as UK Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cushman & Wakefield Plc	05/16/2024	Management	6	Authorize Audit Committee to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this routine item is warranted as no significant concerns have been identified.
Cushman & Wakefield Plc	05/16/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Cushman & Wakefield Plc	05/16/2024	Management	8	Advisory Vote to Ratify Directors' Remuneration Report	For	For	For	For	
Cushman & Wakefield Plc	05/16/2024	Management	9	Approve Directors' Remuneration Policy	For	For	For	For	A vote FOR this routine item is warranted because no significant concerns have been identified.
Cushman & Wakefield Plc	05/16/2024	Management	10	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cushman & Wakefield Plc	05/16/2024	Management	11	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Customers Bancorp, Inc.	05/28/2024	Management	1	Elect Director Jay S. Sidhu	For	For	Against	Against	Votes AGAINST non-independent nominee Jay Sidhu are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Customers Bancorp, Inc.	05/28/2024	Management	2	Elect Director Rajeev V. Date	For	For	For	For	Votes AGAINST non-independent nominee Jay Sidhu are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Customers Bancorp, Inc.	05/28/2024	Management	3	Elect Director Robert J. Buford	For	For	For	For	Votes AGAINST non-independent nominee Jay Sidhu are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Customers Bancorp, Inc.	05/28/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Customers Bancorp, Inc.	05/28/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Customers Bancorp, Inc.	05/28/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Customers Bancorp, Inc.	05/28/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CVB Financial Corp.	05/15/2024	Management	1	Elect Director George A. Borba, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brager, George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are warranted for lack of a majority independent board. WITHHOLD votes for George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVB Financial Corp.	05/15/2024	Management	2	Elect Director David A. Brager	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brager, George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are warranted for lack of a majority independent board. WITHHOLD votes for George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVB Financial Corp.	05/15/2024	Management	3	Elect Director Stephen A. Del Guercio	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brager, George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are warranted for lack of a majority independent board. WITHHOLD votes for George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVB Financial Corp.	05/15/2024	Management	4	Elect Director Anna Kan	For	For	For	For	WITHHOLD votes for non-independent nominees David Brager, George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are warranted for lack of a majority independent board. WITHHOLD votes for George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVB Financial Corp.	05/15/2024	Management	5	Elect Director Jane Olvera Majors	For	For	For	For	WITHHOLD votes for non-independent nominees David Brager, George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are warranted for lack of a majority independent board. WITHHOLD votes for George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVB Financial Corp.	05/15/2024	Management	6	Elect Director Raymond V. O'Brien, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brager, George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are warranted for lack of a majority independent board. WITHHOLD votes for George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVB Financial Corp.	05/15/2024	Management	7	Elect Director Hal W. Oswalt	For	For	For	For	WITHHOLD votes for non-independent nominees David Brager, George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are warranted for lack of a majority independent board. WITHHOLD votes for George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVB Financial Corp.	05/15/2024	Management	8	Elect Director Kimberly Sheehy	For	For	For	For	WITHHOLD votes for non-independent nominees David Brager, George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are warranted for lack of a majority independent board. WITHHOLD votes for George Borba Jr., Stephen Del Guercio and Raymond O'Brien III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVB Financial Corp.	05/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
CVB Financial Corp.	05/15/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Daily Journal Corporation	02/15/2024	Management	1	Elect Director Mary Conlin	For	Against	Against	Against	A vote AGAINST Audit Committee members Mary Conlin and John Frank is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote AGAINST Steven Myhill-Jones is warranted due to the following: * As a non-independent director nominee, for the company's lack of a formal nominating committee; and * In the absence of formal Nominating Committee, as board chair, for the lack of racial or ethnic diversity on the board.
Daily Journal Corporation	02/15/2024	Management	2	Elect Director John B. Frank	For	Against	Against	Against	A vote AGAINST Audit Committee members Mary Conlin and John Frank is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote AGAINST Steven Myhill-Jones is warranted due to the following: * As a non-independent director nominee, for the company's lack of a formal nominating committee; and * In the absence of formal Nominating Committee, as board chair, for the lack of racial or ethnic diversity on the board.
Daily Journal Corporation	02/15/2024	Management	3	Elect Director Steven Myhill-Jones	For	Against	Against	Against	A vote AGAINST Audit Committee members Mary Conlin and John Frank is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote AGAINST Steven Myhill-Jones is warranted due to the following: * As a non-independent director nominee, for the company's lack of a formal nominating committee; and * In the absence of formal Nominating Committee, as board chair, for the lack of racial or ethnic diversity on the board.
Daily Journal Corporation	02/15/2024	Management	4	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Daily Journal Corporation	02/15/2024	Management	5	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that the initial share reserve under the proposed 2024 Equity Incentive Plan will be funded by outstanding shares held by former director Charles Munger, which will not result in any additional dilution to existing shareholders, and there are no significant concerns with the terms of the plan.
Dakota Gold Corp.	05/14/2024	Management	1	Elect Director Robert Quartermain	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Amy Koenig for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Dakota Gold Corp.	05/14/2024	Management	2	Elect Director Stephen O'Rourke	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Amy Koenig for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Dakota Gold Corp.	05/14/2024	Management	3	Elect Director Jonathan Awde	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Amy Koenig for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Dakota Gold Corp.	05/14/2024	Management	4	Elect Director Gerald Aberle	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Amy Koenig for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Dakota Gold Corp.	05/14/2024	Management	5	Elect Director Jennifer S. Grafton	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Amy Koenig for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Dakota Gold Corp.	05/14/2024	Management	6	Elect Director Amy K. Koenig	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Amy Koenig for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Dakota Gold Corp.	05/14/2024	Management	7	Elect Director Alice Schroeder	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Amy Koenig for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Dakota Gold Corp.	05/14/2024	Management	8	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Dakota Gold Corp.	05/14/2024	Management	9	Change State of Incorporation from Nevada to Delaware	For	For	For	For	A vote FOR this proposal is warranted. On balance, the reincorporation would be favorable in terms of its impact on shareholder rights. Specifically, the reincorporation would provide a less restrictive freeze-out provision, more favorable director removal provisions, and would remove the ability to limit the liability of directors and officers for violations of the duty of loyalty.
Dana Incorporated	04/24/2024	Management	1	Elect Director Ernesto M. Hernandez	For	For	For	For	WITHHOLD votes for Keith Wandell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dana Incorporated	04/24/2024	Management	2	Elect Director Gary Hu	For	For	For	For	WITHHOLD votes for Keith Wandell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/24/2024	Management	3	Elect Director James K. Kamsickas	For	For	For	For	WITHHOLD votes for Keith Wandell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/24/2024	Management	4	Elect Director Bridget E. Karlin	For	For	For	For	WITHHOLD votes for Keith Wandell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/24/2024	Management	5	Elect Director Michael J. Mack, Jr.	For	For	For	For	WITHHOLD votes for Keith Wandell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/24/2024	Management	6	Elect Director R. Bruce McDonald	For	For	For	For	WITHHOLD votes for Keith Wandell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/24/2024	Management	7	Elect Director Steven D. Miller	For	For	For	For	WITHHOLD votes for Keith Wandell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/24/2024	Management	8	Elect Director Diarmuid B. O'Connell	For	For	For	For	WITHHOLD votes for Keith Wandell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/24/2024	Management	9	Elect Director Keith E. Wandell	For	For	Withhold	Withhold	WITHHOLD votes for Keith Wandell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Dana Incorporated	04/24/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dana Incorporated	04/24/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Darling Ingredients Inc.	05/07/2024	Management	1	Elect Director Randall C. Stuewe	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	2	Elect Director Charles Adair	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	3	Elect Director Beth Albright	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	4	Elect Director Larry A. Barden	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	5	Elect Director Celeste A. Clark	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	6	Elect Director Linda Goodspeed	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	7	Elect Director Anderson Guimaraes	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	8	Elect Director Gary W. Mize	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	9	Elect Director Michael E. Rescoe	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	10	Elect Director Kurt Stoffel	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Darling Ingredients Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Darling Ingredients Inc.	05/07/2024	Management	13	Amend Certificate of Incorporation to Include Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Darling Ingredients Inc.	05/07/2024	Management	14	Amend Charter	For	For	For	For	A vote FOR this item is warranted as, on balance, the proposed amendments to the company's charter do not appear to adversely impact shareholder rights.
Daseke, Inc.	03/26/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted, given the thorough sales process, the offer premium, the liquidity and certainty of value provided by the cash form of consideration, and the potential downside risks to non-approval.
Daseke, Inc.	03/26/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While the company accelerated the payment of certain retention awards to address tax concerns, both cash and equity maintain double-trigger vesting in connection with the merger. Further, no excise tax gross-ups are payable and performance equity awards will be converted assuming target-level performance.
Daseke, Inc.	03/26/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given the underlying transaction merits support.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dave & Buster's Entertainment, Inc.	06/20/2024	Management	1	Elect Director James P. Chambers	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/20/2024	Management	2	Elect Director Hamish A. Dodds	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/20/2024	Management	3	Elect Director Michael J. Griffith	For	For	Against	Against	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/20/2024	Management	4	Elect Director Gail Mandel	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/20/2024	Management	5	Elect Director Chris Morris	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/20/2024	Management	6	Elect Director Atish Shah	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/20/2024	Management	7	Elect Director Kevin M. Sheehan	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/20/2024	Management	8	Elect Director Jennifer Storms	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/20/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dave & Buster's Entertainment, Inc.	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Day One Biopharmaceuticals, Inc.	05/23/2024	Management	1	Elect Director Jeremy Bender	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Jeremy Bender and Sona Saira Ramasastry given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Habib Dable is warranted.
Day One Biopharmaceuticals, Inc.	05/23/2024	Management	2	Elect Director Habib Dable	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Jeremy Bender and Sona Saira Ramasastry given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Habib Dable is warranted.
Day One Biopharmaceuticals, Inc.	05/23/2024	Management	3	Elect Director Saira Ramasastry	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Jeremy Bender and Sona Saira Ramasastry given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Habib Dable is warranted.
Day One Biopharmaceuticals, Inc.	05/23/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Day One Biopharmaceuticals, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Day One Biopharmaceuticals, Inc.	05/23/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Delek US Holdings, Inc.	05/02/2024	Management	1	Elect Director Ezra Uzi Yemin	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/02/2024	Management	2	Elect Director Avigal Soreq	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Delek US Holdings, Inc.	05/02/2024	Management	3	Elect Director Christine Benson Schwartzstein	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/02/2024	Management	4	Elect Director William J. Finnerty	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/02/2024	Management	5	Elect Director Richard J. Marcogliese	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/02/2024	Management	6	Elect Director Leonardo Moreno	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/02/2024	Management	7	Elect Director Gary M. Sullivan, Jr.	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/02/2024	Management	8	Elect Director Vasiliki (Vicky) Sutil	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/02/2024	Management	9	Elect Director Laurie Z. Tolson	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/02/2024	Management	10	Elect Director Shlomo Zohar	For	For	Against	Against	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Delek US Holdings, Inc.	05/02/2024	Management	12	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Delek US Holdings, Inc.	05/02/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Delta Apparel, Inc.	02/20/2024	Management	1	Elect Director Anita D. Britt	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/20/2024	Management	2	Elect Director Timothy E. Brog	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/20/2024	Management	3	Elect Director J. Bradley Campbell	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/20/2024	Management	4	Elect Director Bill C. Hardgrave	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/20/2024	Management	5	Elect Director Glenda E. Hood	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/20/2024	Management	6	Elect Director Robert W. Humphreys	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/20/2024	Management	7	Elect Director Sonya E. Medina	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/20/2024	Management	8	Elect Director A. Alexander Taylor, II	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/20/2024	Management	9	Elect Director David G. Whalen	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Delta Apparel, Inc.	02/20/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Deluxe Corporation	04/25/2024	Management	1	Elect Director William C. Cobb	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/25/2024	Management	2	Elect Director Paul R. Garcia	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/25/2024	Management	3	Elect Director Cheryl E. Mayberry McKissack	For	For	Withhold	Withhold	WITHHOLD votes for Cheryl Mayberry McKissack and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/25/2024	Management	4	Elect Director Barry C. McCarthy	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Deluxe Corporation	04/25/2024	Management	5	Elect Director Thomas J. Reddin	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/25/2024	Management	6	Elect Director Martyn R. Redgrave	For	For	Withhold	Withhold	WITHHOLD votes for Cheryl Mayberry McKissack and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/25/2024	Management	7	Elect Director John L. Stauch	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/25/2024	Management	8	Elect Director Telisa L. Yancy	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.A vote AGAINST this proposal is warranted. While annual incentives were primarily based on financial metrics, both targets were set below the prior year's achievement. Further, the CEO's target LTI opportunity was increased by \$1 million without compelling rationale and forward-looking targets are not disclosed for PSU awards. Although the closing cycle vested below target, the lack of forward-looking goals, coupled with an increased equity award, exacerbated pay-for-performance concerns.
Deluxe Corporation	04/25/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Denali Therapeutics Inc.	05/31/2024	Management	1	Elect Director Jay Flatley	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Marc Tessier-Lavigne given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Denali Therapeutics Inc.	05/31/2024	Management	2	Elect Director Marc Tessier-Lavigne	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Marc Tessier-Lavigne given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Denali Therapeutics Inc.	05/31/2024	Management	3	Elect Director Nancy A. Thornberry	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Marc Tessier-Lavigne given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Denali Therapeutics Inc.	05/31/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Denali Therapeutics Inc.	05/31/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Denny's Corporation	05/15/2024	Management	1	Elect Director Bernadette S. Aulestia	For	For	Against	Against	Votes AGAINST Corporate Governance and Nominating Committee members Bernadette Aulestia, Brenda Lauderback, and Laysha Ward are warranted given concerns regarding the company's management and oversight of climate-related risks. Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, Jose Gutierrez, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick, Jose Gutierrez and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominee, Olu Beck, is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Denny's Corporation	05/15/2024	Management	2	Elect Director Olu Beck	For	For	For	For	Votes AGAINST Corporate Governance and Nominating Committee members Bernadette Aulestia, Brenda Lauderback, and Laysha Ward are warranted given concerns regarding the company's management and oversight of climate-related risks. Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, Jose Gutierrez, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick, Jose Gutierrez and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominee, Olu Beck, is warranted.
Denny's Corporation	05/15/2024	Management	3	Elect Director Gregg R. Dedrick	For	For	Against	Against	Votes AGAINST Corporate Governance and Nominating Committee members Bernadette Aulestia, Brenda Lauderback, and Laysha Ward are warranted given concerns regarding the company's management and oversight of climate-related risks. Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, Jose Gutierrez, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick, Jose Gutierrez and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominee, Olu Beck, is warranted.
Denny's Corporation	05/15/2024	Management	4	Elect Director Jose M. Gutierrez	For	For	Against	Against	Votes AGAINST Corporate Governance and Nominating Committee members Bernadette Aulestia, Brenda Lauderback, and Laysha Ward are warranted given concerns regarding the company's management and oversight of climate-related risks. Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, Jose Gutierrez, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick, Jose Gutierrez and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominee, Olu Beck, is warranted.
Denny's Corporation	05/15/2024	Management	5	Elect Director Brenda J. Lauderback	For	For	Against	Against	Votes AGAINST Corporate Governance and Nominating Committee members Bernadette Aulestia, Brenda Lauderback, and Laysha Ward are warranted given concerns regarding the company's management and oversight of climate-related risks. Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, Jose Gutierrez, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick, Jose Gutierrez and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominee, Olu Beck, is warranted.
Denny's Corporation	05/15/2024	Management	6	Elect Director John C. Miller	For	For	Against	Against	Votes AGAINST Corporate Governance and Nominating Committee members Bernadette Aulestia, Brenda Lauderback, and Laysha Ward are warranted given concerns regarding the company's management and oversight of climate-related risks. Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, Jose Gutierrez, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick, Jose Gutierrez and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominee, Olu Beck, is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Denny's Corporation	05/15/2024	Management	7	Elect Director Kelli F. Valade	For	For	Against	Against	Votes AGAINST Corporate Governance and Nominating Committee members Bernadette Aulestia, Brenda Lauderback, and Laysha Ward are warranted given concerns regarding the company's management and oversight of climate-related risks. Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, Jose Gutierrez, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick, Jose Gutierrez and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominee, Olu Beck, is warranted.
Denny's Corporation	05/15/2024	Management	8	Elect Director Laysha Ward	For	For	Against	Against	Votes AGAINST Corporate Governance and Nominating Committee members Bernadette Aulestia, Brenda Lauderback, and Laysha Ward are warranted given concerns regarding the company's management and oversight of climate-related risks. Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, Jose Gutierrez, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick, Jose Gutierrez and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominee, Olu Beck, is warranted.
Denny's Corporation	05/15/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Denny's Corporation	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Denny's Corporation	05/15/2024	Shareholder	11	Disclose GHG Emissions Reductions Targets	Against	For	For	For	A vote FOR this proposal is warranted, as disclosing GHG emissions and setting emission reduction targets would help the company address risks related to climate change.
Denny's Corporation	05/15/2024	Shareholder	12	Adopt Targets to Phase Out Purchasing of Pork from Suppliers Using Gestation Crates	Against	For	For	For	A vote FOR this resolution is warranted. In light of regulatory developments and the company's lack of firm targets, shareholders would benefit from more information on the company's progress related to reducing or eliminating the use of gestation crates in its pork supply chain.
DENTSPLY SIRONA Inc.	05/22/2024	Management	1	Elect Director Simon D. Campion	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	2	Elect Director Willie A. Deese	For	For	Against	Against	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	3	Elect Director Brian T. Gladden	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	4	Elect Director Betsy D. Holden	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	5	Elect Director Clyde R. Hosein	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	6	Elect Director Gregory T. Lucier	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	7	Elect Director Jonathan J. Mazelsky	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	8	Elect Director Leslie F. Varon	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	9	Elect Director Janet S. Vergis	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	10	Elect Director Dorothea Wenzel	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DENTSPLY SIRONA Inc.	05/22/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
DENTSPLY SIRONA Inc.	05/22/2024	Management	13	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
DENTSPLY SIRONA Inc.	05/22/2024	Management	14	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Design Therapeutics, Inc.	06/13/2024	Management	1	Elect Director Pratik Shah	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominee Pratik Shah are warranted given that the board failed to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for incumbent director nominee Pratik Shah are further warranted due to the company's problematic practices, including the provision of excise tax gross-up in existing agreements with one or more executives and the absence of risk-mitigating provisions for executive compensation.
Design Therapeutics, Inc.	06/13/2024	Management	2	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Designer Brands Inc.	06/20/2024	Management	1	Elect Director Jay L. Schottenstein	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jay Schottenstein are warranted for lack of a majority independent board. WITHHOLD votes are warranted for director nominees Jay Schottenstein, Joanne Zaiac, and Richard (Rich) Paul given the board's failure to remove or subject to a sunset requirement the multi-class capital structure. WITHHOLD votes further warranted for Jay Schottenstein as his ownership of the supervoting shares provides him with voting power control of the company.
Designer Brands Inc.	06/20/2024	Management	2	Elect Director Joanne Zaiac	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jay Schottenstein are warranted for lack of a majority independent board. WITHHOLD votes are warranted for director nominees Jay Schottenstein, Joanne Zaiac, and Richard (Rich) Paul given the board's failure to remove or subject to a sunset requirement the multi-class capital structure. WITHHOLD votes further warranted for Jay Schottenstein as his ownership of the supervoting shares provides him with voting power control of the company.
Designer Brands Inc.	06/20/2024	Management	3	Elect Director Richard A. Paul	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jay Schottenstein are warranted for lack of a majority independent board. WITHHOLD votes are warranted for director nominees Jay Schottenstein, Joanne Zaiac, and Richard (Rich) Paul given the board's failure to remove or subject to a sunset requirement the multi-class capital structure. WITHHOLD votes further warranted for Jay Schottenstein as his ownership of the supervoting shares provides him with voting power control of the company.
Designer Brands Inc.	06/20/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Designer Brands Inc.	06/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Designer Brands Inc.	06/20/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 39.77 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
DHI Group, Inc.	04/25/2024	Management	1	Elect Director Jim Friedlich	For	For	For	For	A vote FOR all director nominees is warranted.
DHI Group, Inc.	04/25/2024	Management	2	Elect Director Kathleen Swann	For	For	For	For	A vote FOR all director nominees is warranted.
DHI Group, Inc.	04/25/2024	Management	3	Elect Director Joseph Massaquoi, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
DHI Group, Inc.	04/25/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DHI Group, Inc.	04/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DHT Holdings, Inc.	06/12/2024	Management	1	Elect Director Erik Andreas Lind	For	For	Withhold	Withhold	WITHHOLD votes for Erik Lind are warranted for serving as a non-independent member of a key board committee. A vote FOR Sophie Rossini is warranted.
DHT Holdings, Inc.	06/12/2024	Management	2	Elect Director Sophie Rossini	For	For	For	For	WITHHOLD votes for Erik Lind are warranted for serving as a non-independent member of a key board committee. A vote FOR Sophie Rossini is warranted.
DHT Holdings, Inc.	06/12/2024	Management	3	Ratify Ernst & Young AS as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Diamond Hill Investment Group, Inc.	05/09/2024	Management	1	Elect Director Heather E. Brilliant	For	For	For	For	Votes AGAINST James (Jim) Laird are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamond Hill Investment Group, Inc.	05/09/2024	Management	2	Elect Director Richard S. Cooley	For	For	For	For	Votes AGAINST James (Jim) Laird are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamond Hill Investment Group, Inc.	05/09/2024	Management	3	Elect Director James F. Laird	For	For	Against	Against	Votes AGAINST James (Jim) Laird are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamond Hill Investment Group, Inc.	05/09/2024	Management	4	Elect Director Paula R. Meyer	For	For	For	For	Votes AGAINST James (Jim) Laird are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamond Hill Investment Group, Inc.	05/09/2024	Management	5	Elect Director Nicole R. St. Pierre	For	For	For	For	Votes AGAINST James (Jim) Laird are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamond Hill Investment Group, Inc.	05/09/2024	Management	6	Elect Director L'Quentus Thomas	For	For	For	For	Votes AGAINST James (Jim) Laird are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamond Hill Investment Group, Inc.	05/09/2024	Management	7	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Diamond Hill Investment Group, Inc.	05/09/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Digi International Inc.	01/29/2024	Management	1	Elect Director Christopher D. Heim	For	For	For	For	A vote FOR the director nominees is warranted.
Digi International Inc.	01/29/2024	Management	2	Elect Director Sally J. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Digi International Inc.	01/29/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Digi International Inc.	01/29/2024	Management	4	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Digi International Inc.	01/29/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
DigitalOcean Holdings, Inc.	06/06/2024	Management	1	Elect Director Pratima Arora	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Pratima Arora given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Warren Jenson, is warranted.
DigitalOcean Holdings, Inc.	06/06/2024	Management	2	Elect Director Warren Jenson	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Pratima Arora given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Warren Jenson, is warranted.
DigitalOcean Holdings, Inc.	06/06/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DigitalOcean Holdings, Inc.	06/06/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dillard's, Inc.	05/18/2024	Management	1	Elect Director James I. Freeman	For	For	Against	Against	Votes AGAINST non-independent nominees James Freeman, John Reynolds (Reynie) Rutledge, Julius Caesar (J.C.) Watts Jr. and Nick White are warranted for lack of a majority independent board. Votes AGAINST James Freeman, John Reynolds (Reynie) Rutledge, Julius Caesar (J.C.) Watts Jr. and Nick White are also warranted for serving as non-independent members of a key board committee. A vote FOR Rob C. Holmes is warranted, with caution, for maintaining a dual-class capital structure that is not subject to reasonable time-based provision.
Dillard's, Inc.	05/18/2024	Management	2	Elect Director Rob C. Holmes	For	For	For	For	Votes AGAINST non-independent nominees James Freeman, John Reynolds (Reynie) Rutledge, Julius Caesar (J.C.) Watts Jr. and Nick White are warranted for lack of a majority independent board. Votes AGAINST James Freeman, John Reynolds (Reynie) Rutledge, Julius Caesar (J.C.) Watts Jr. and Nick White are also warranted for serving as non-independent members of a key board committee. A vote FOR Rob C. Holmes is warranted, with caution, for maintaining a dual-class capital structure that is not subject to reasonable time-based provision.
Dillard's, Inc.	05/18/2024	Management	3	Elect Director Reynie Rutledge	For	For	Against	Against	Votes AGAINST non-independent nominees James Freeman, John Reynolds (Reynie) Rutledge, Julius Caesar (J.C.) Watts Jr. and Nick White are warranted for lack of a majority independent board. Votes AGAINST James Freeman, John Reynolds (Reynie) Rutledge, Julius Caesar (J.C.) Watts Jr. and Nick White are also warranted for serving as non-independent members of a key board committee. A vote FOR Rob C. Holmes is warranted, with caution, for maintaining a dual-class capital structure that is not subject to reasonable time-based provision.
Dillard's, Inc.	05/18/2024	Management	4	Elect Director J.C. Watts, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees James Freeman, John Reynolds (Reynie) Rutledge, Julius Caesar (J.C.) Watts Jr. and Nick White are warranted for lack of a majority independent board. Votes AGAINST James Freeman, John Reynolds (Reynie) Rutledge, Julius Caesar (J.C.) Watts Jr. and Nick White are also warranted for serving as non-independent members of a key board committee. A vote FOR Rob C. Holmes is warranted, with caution, for maintaining a dual-class capital structure that is not subject to reasonable time-based provision.
Dillard's, Inc.	05/18/2024	Management	5	Elect Director Nick White	For	For	Against	Against	Votes AGAINST non-independent nominees James Freeman, John Reynolds (Reynie) Rutledge, Julius Caesar (J.C.) Watts Jr. and Nick White are warranted for lack of a majority independent board. Votes AGAINST James Freeman, John Reynolds (Reynie) Rutledge, Julius Caesar (J.C.) Watts Jr. and Nick White are also warranted for serving as non-independent members of a key board committee. A vote FOR Rob C. Holmes is warranted, with caution, for maintaining a dual-class capital structure that is not subject to reasonable time-based provision.
Dillard's, Inc.	05/18/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dillard's, Inc.	05/18/2024	Management	7	Amend Non-Employee Director Restricted Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 33.49 percent is excessive.
Dime Community Bancshares, Inc.	05/23/2024	Management	1	Elect Director Kenneth J. Mahon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Mahon, Stuart Lubow, Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/23/2024	Management	2	Elect Director Paul M. Aguggia	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Mahon, Stuart Lubow, Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dime Community Bancshares, Inc.	05/23/2024	Management	3	Elect Director Rosemarie Chen	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Mahon, Stuart Lubow, Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/23/2024	Management	4	Elect Director Michael P. Devine	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Mahon, Stuart Lubow, Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/23/2024	Management	5	Elect Director Judith H. Germano	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Mahon, Stuart Lubow, Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/23/2024	Management	6	Elect Director Matthew A. Lindenbaum	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Mahon, Stuart Lubow, Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/23/2024	Management	7	Elect Director Stuart H. Lubow	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Mahon, Stuart Lubow, Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/23/2024	Management	8	Elect Director Albert E. McCoy, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Mahon, Stuart Lubow, Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/23/2024	Management	9	Elect Director Raymond A. Nielsen	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Mahon, Stuart Lubow, Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/23/2024	Management	10	Elect Director Joseph J. Perry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Mahon, Stuart Lubow, Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/23/2024	Management	11	Elect Director Kevin Stein	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Mahon, Stuart Lubow, Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dime Community Bancshares, Inc.	05/23/2024	Management	12	Elect Director Dennis A. Suskind	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Mahon, Stuart Lubow, Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/23/2024	Management	13	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dime Community Bancshares, Inc.	05/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive perquisite allowance to the CEO.
Dime Community Bancshares, Inc.	05/23/2024	Management	15	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Dine Brands Global, Inc.	05/14/2024	Management	1	Elect Director Howard M. Berk	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Dahl, John Peyton, Howard Berk, Caroline Nahas and Douglas Pasquale are warranted for lack of a majority independent board. Votes AGAINST Richard Dahl, Howard Berk, Caroline Nahas and Douglas Pasquale are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dine Brands Global, Inc.	05/14/2024	Management	2	Elect Director Richard J. Dahl	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Dahl, John Peyton, Howard Berk, Caroline Nahas and Douglas Pasquale are warranted for lack of a majority independent board. Votes AGAINST Richard Dahl, Howard Berk, Caroline Nahas and Douglas Pasquale are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dine Brands Global, Inc.	05/14/2024	Management	3	Elect Director Michael C. Hyter	For	For	For	For	Votes AGAINST non-independent nominees Richard Dahl, John Peyton, Howard Berk, Caroline Nahas and Douglas Pasquale are warranted for lack of a majority independent board. Votes AGAINST Richard Dahl, Howard Berk, Caroline Nahas and Douglas Pasquale are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dine Brands Global, Inc.	05/14/2024	Management	4	Elect Director Caroline W. Nahas	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Dahl, John Peyton, Howard Berk, Caroline Nahas and Douglas Pasquale are warranted for lack of a majority independent board. Votes AGAINST Richard Dahl, Howard Berk, Caroline Nahas and Douglas Pasquale are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dine Brands Global, Inc.	05/14/2024	Management	5	Elect Director Douglas M. Pasquale	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Dahl, John Peyton, Howard Berk, Caroline Nahas and Douglas Pasquale are warranted for lack of a majority independent board. Votes AGAINST Richard Dahl, Howard Berk, Caroline Nahas and Douglas Pasquale are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dine Brands Global, Inc.	05/14/2024	Management	6	Elect Director John W. Peyton	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Dahl, John Peyton, Howard Berk, Caroline Nahas and Douglas Pasquale are warranted for lack of a majority independent board. Votes AGAINST Richard Dahl, Howard Berk, Caroline Nahas and Douglas Pasquale are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dine Brands Global, Inc.	05/14/2024	Management	7	Elect Director Martha C. Poulter	For	For	For	For	Votes AGAINST non-independent nominees Richard Dahl, John Peyton, Howard Berk, Caroline Nahas and Douglas Pasquale are warranted for lack of a majority independent board. Votes AGAINST Richard Dahl, Howard Berk, Caroline Nahas and Douglas Pasquale are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dine Brands Global, Inc.	05/14/2024	Management	8	Elect Director Matthew T. Ryan	For	For	For	For	Votes AGAINST non-independent nominees Richard Dahl, John Peyton, Howard Berk, Caroline Nahas and Douglas Pasquale are warranted for lack of a majority independent board. Votes AGAINST Richard Dahl, Howard Berk, Caroline Nahas and Douglas Pasquale are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dine Brands Global, Inc.	05/14/2024	Management	9	Elect Director Arthur F. Starrs	For	For	For	For	Votes AGAINST non-independent nominees Richard Dahl, John Peyton, Howard Berk, Caroline Nahas and Douglas Pasquale are warranted for lack of a majority independent board. Votes AGAINST Richard Dahl, Howard Berk, Caroline Nahas and Douglas Pasquale are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dine Brands Global, Inc.	05/14/2024	Management	10	Elect Director Lilian C. Tomovich	For	For	For	For	Votes AGAINST non-independent nominees Richard Dahl, John Peyton, Howard Berk, Caroline Nahas and Douglas Pasquale are warranted for lack of a majority independent board. Votes AGAINST Richard Dahl, Howard Berk, Caroline Nahas and Douglas Pasquale are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dine Brands Global, Inc.	05/14/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dine Brands Global, Inc.	05/14/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Dine Brands Global, Inc.	05/14/2024	Shareholder	13	Report on Board Oversight of Climate-Change Related Policies and Adopt GHG Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as setting greenhouse gas emission (GHG) reduction targets would help the company better align with its commitments and address risks related to climate change.
Dine Brands Global, Inc.	05/14/2024	Shareholder	14	Establish Targets for Switching to Group-Housed Pork	Against	For	For	For	A vote FOR this resolution is warranted. In light of regulatory developments and the company's lack of targets, shareholders would benefit from measurable targets regarding group housed pork in its supply chain.
Diodes Incorporated	05/29/2024	Management	1	Elect Director Elizabeth (Beth) Bull	For	For	For	For	A vote FOR the director nominees is warranted.
Diodes Incorporated	05/29/2024	Management	2	Elect Director Angie Chen Button	For	For	For	For	A vote FOR the director nominees is warranted.
Diodes Incorporated	05/29/2024	Management	3	Elect Director Warren Chen	For	For	For	For	A vote FOR the director nominees is warranted.
Diodes Incorporated	05/29/2024	Management	4	Elect Director Robert E. Feiger	For	For	For	For	A vote FOR the director nominees is warranted.
Diodes Incorporated	05/29/2024	Management	5	Elect Director Keh-shew Lu	For	For	For	For	A vote FOR the director nominees is warranted.
Diodes Incorporated	05/29/2024	Management	6	Elect Director Christina Wen-chi Sung	For	For	For	For	A vote FOR the director nominees is warranted.
Diodes Incorporated	05/29/2024	Management	7	Elect Director Gary Yu	For	For	For	For	A vote FOR the director nominees is warranted.
Diodes Incorporated	05/29/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Diodes Incorporated	05/29/2024	Management	9	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Distribution Solutions Group, Inc.	05/23/2024	Management	1	Elect Director I. Steven Edelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Distribution Solutions Group, Inc.	05/23/2024	Management	2	Elect Director Lee S. Hillman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Distribution Solutions Group, Inc.	05/23/2024	Management	3	Elect Director J. Bryan King	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Distribution Solutions Group, Inc.	05/23/2024	Management	4	Elect Director Mark F. Moon	For	For	For	For	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Distribution Solutions Group, Inc.	05/23/2024	Management	5	Elect Director Bianca A. Rhodes	For	For	For	For	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Distribution Solutions Group, Inc.	05/23/2024	Management	6	Elect Director M. Bradley Wallace	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Distribution Solutions Group, Inc.	05/23/2024	Management	7	Elect Director Robert S. Zamarripa	For	For	For	For	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Distribution Solutions Group, Inc.	05/23/2024	Management	8	Ratify Grant Thornton, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Distribution Solutions Group, Inc.	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
DLH Holdings Corp.	03/14/2024	Management	1	Elect Director Judith L. Bjornaas	For	For	For	For	WITHHOLD votes for non-independent nominees Frederick (Rick) Wasserman, Zachary (Zach) Parker, Martin Delaney and Austin Yerks III are warranted for lack of a majority independent board. WITHHOLD votes for Frederick (Rick) Wasserman, Martin Delaney and Austin Yerks III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/14/2024	Management	2	Elect Director Martin J. Delaney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frederick (Rick) Wasserman, Zachary (Zach) Parker, Martin Delaney and Austin Yerks III are warranted for lack of a majority independent board. WITHHOLD votes for Frederick (Rick) Wasserman, Martin Delaney and Austin Yerks III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/14/2024	Management	3	Elect Director Elder Granger	For	For	For	For	WITHHOLD votes for non-independent nominees Frederick (Rick) Wasserman, Zachary (Zach) Parker, Martin Delaney and Austin Yerks III are warranted for lack of a majority independent board. WITHHOLD votes for Frederick (Rick) Wasserman, Martin Delaney and Austin Yerks III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/14/2024	Management	4	Elect Director Frances M. Murphy	For	For	For	For	WITHHOLD votes for non-independent nominees Frederick (Rick) Wasserman, Zachary (Zach) Parker, Martin Delaney and Austin Yerks III are warranted for lack of a majority independent board. WITHHOLD votes for Frederick (Rick) Wasserman, Martin Delaney and Austin Yerks III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/14/2024	Management	5	Elect Director Zachary C. Parker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frederick (Rick) Wasserman, Zachary (Zach) Parker, Martin Delaney and Austin Yerks III are warranted for lack of a majority independent board. WITHHOLD votes for Frederick (Rick) Wasserman, Martin Delaney and Austin Yerks III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DLH Holdings Corp.	03/14/2024	Management	6	Elect Director Frederick G. Wasserman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frederick (Rick) Wasserman, Zachary (Zach) Parker, Martin Delaney and Austin Yerks III are warranted for lack of a majority independent board. WITHHOLD votes for Frederick (Rick) Wasserman, Martin Delaney and Austin Yerks III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/14/2024	Management	7	Elect Director Austin J. Yerks, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frederick (Rick) Wasserman, Zachary (Zach) Parker, Martin Delaney and Austin Yerks III are warranted for lack of a majority independent board. WITHHOLD votes for Frederick (Rick) Wasserman, Martin Delaney and Austin Yerks III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/14/2024	Management	8	Elect Director Stephen J. Zelkowitz	For	For	For	For	WITHHOLD votes for non-independent nominees Frederick (Rick) Wasserman, Zachary (Zach) Parker, Martin Delaney and Austin Yerks III are warranted for lack of a majority independent board. WITHHOLD votes for Frederick (Rick) Wasserman, Martin Delaney and Austin Yerks III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/14/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
DLH Holdings Corp.	03/14/2024	Management	10	Ratify WithumSmith+Brown, PC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DMC Global Inc.	05/15/2024	Management	1	Elect Director David C. Aldous	For	For	For	For	A vote FOR all director nominees is warranted.
DMC Global Inc.	05/15/2024	Management	2	Elect Director Ruth I. Dreessen	For	For	For	For	A vote FOR all director nominees is warranted.
DMC Global Inc.	05/15/2024	Management	3	Elect Director Michael A. Kelly	For	For	For	For	A vote FOR all director nominees is warranted.
DMC Global Inc.	05/15/2024	Management	4	Elect Director Clifton Peter Rose	For	For	For	For	A vote FOR all director nominees is warranted.
DMC Global Inc.	05/15/2024	Management	5	Elect Director Ouma Sananikone	For	For	For	For	A vote FOR all director nominees is warranted.
DMC Global Inc.	05/15/2024	Management	6	Elect Director James O'Leary	For	For	For	For	A vote FOR all director nominees is warranted.
DMC Global Inc.	05/15/2024	Management	7	Elect Director Michael L. Kuta	For	For	For	For	A vote FOR all director nominees is warranted.
DMC Global Inc.	05/15/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
DMC Global Inc.	05/15/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DNOW Inc.	05/22/2024	Management	1	Elect Director Richard Alario	For	For	For	For	A vote FOR all director nominees is warranted.
DNOW Inc.	05/22/2024	Management	2	Elect Director Terry Bonno	For	For	For	For	A vote FOR all director nominees is warranted.
DNOW Inc.	05/22/2024	Management	3	Elect Director David Cherechinsky	For	For	For	For	A vote FOR all director nominees is warranted.
DNOW Inc.	05/22/2024	Management	4	Elect Director Galen Cobb	For	For	For	For	A vote FOR all director nominees is warranted.
DNOW Inc.	05/22/2024	Management	5	Elect Director Paul Coppinger	For	For	For	For	A vote FOR all director nominees is warranted.
DNOW Inc.	05/22/2024	Management	6	Elect Director Karen David-Green	For	For	For	For	A vote FOR all director nominees is warranted.
DNOW Inc.	05/22/2024	Management	7	Elect Director Rodney Eads	For	For	For	For	A vote FOR all director nominees is warranted.
DNOW Inc.	05/22/2024	Management	8	Elect Director Sonya Reed	For	For	For	For	A vote FOR all director nominees is warranted.
DNOW Inc.	05/22/2024	Management	9	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
DNOW Inc.	05/22/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DNOW Inc.	05/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Donegal Group Inc.	04/18/2024	Management	1	Elect Director Dennis J. Bixenman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Kraft Sr. and Jon Mahan are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. In the absence of a Governance Committee, WITHHOLD votes for incumbent director nominees Dennis Bixenman, Kevin Kraft Sr., and Jon Mahan are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee member Kevin Kraft Sr. are further warranted due to concerns regarding the company's compensation practices. WITHHOLD votes for Nominating Committee chair Jon Mahan are further warranted for lack of racial or ethnic diversity on the board. A vote FOR Britta H. Schatz is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Donegal Group Inc.	04/18/2024	Management	2	Elect Director Kevin M. Kraft, Sr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Kraft Sr. and Jon Mahan are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. In the absence of a Governance Committee, WITHHOLD votes for incumbent director nominees Dennis Bixenman, Kevin Kraft Sr., and Jon Mahan are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee member Kevin Kraft Sr. are further warranted due to concerns regarding the company's compensation practices. WITHHOLD votes for Nominating Committee chair Jon Mahan are further warranted for lack of racial or ethnic diversity on the board. A vote FOR Britta H. Schatz is warranted.
Donegal Group Inc.	04/18/2024	Management	3	Elect Director Jon M. Mahan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Kraft Sr. and Jon Mahan are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. In the absence of a Governance Committee, WITHHOLD votes for incumbent director nominees Dennis Bixenman, Kevin Kraft Sr., and Jon Mahan are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee member Kevin Kraft Sr. are further warranted due to concerns regarding the company's compensation practices. WITHHOLD votes for Nominating Committee chair Jon Mahan are further warranted for lack of racial or ethnic diversity on the board. A vote FOR Britta H. Schatz is warranted.
Donegal Group Inc.	04/18/2024	Management	4	Elect Director Britta H. Schatz	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Kraft Sr. and Jon Mahan are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. In the absence of a Governance Committee, WITHHOLD votes for incumbent director nominees Dennis Bixenman, Kevin Kraft Sr., and Jon Mahan are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee member Kevin Kraft Sr. are further warranted due to concerns regarding the company's compensation practices. WITHHOLD votes for Nominating Committee chair Jon Mahan are further warranted for lack of racial or ethnic diversity on the board. A vote FOR Britta H. Schatz is warranted.
Donegal Group Inc.	04/18/2024	Management	5	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 23.28 percent is excessive.
Donegal Group Inc.	04/18/2024	Management	6	Approve Non-Employee Director Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 15.51 percent is excessive.
Donegal Group Inc.	04/18/2024	Management	7	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dorman Products, Inc.	05/17/2024	Management	1	Elect Director Steven L. Berman	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/17/2024	Management	2	Elect Director Kevin M. Olsen	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/17/2024	Management	3	Elect Director Lisa M. Bachmann	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/17/2024	Management	4	Elect Director John J. Gavin	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/17/2024	Management	5	Elect Director Richard T. Riley	For	For	Against	Against	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dorman Products, Inc.	05/17/2024	Management	6	Elect Director Kelly A. Romano	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/17/2024	Management	7	Elect Director G. Michael Stakias	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/17/2024	Management	8	Elect Director J. Darrell Thomas	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/17/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Dorman Products, Inc.	05/17/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
DoubleVerify Holdings, Inc.	05/23/2024	Management	1	Elect Director Sundeep Jain	For	For	For	For	A vote FOR all director nominees is warranted.
DoubleVerify Holdings, Inc.	05/23/2024	Management	2	Elect Director Kelli Turner	For	For	For	For	A vote FOR all director nominees is warranted.
DoubleVerify Holdings, Inc.	05/23/2024	Management	3	Elect Director Scott Wagner	For	For	For	For	A vote FOR all director nominees is warranted.
DoubleVerify Holdings, Inc.	05/23/2024	Management	4	Elect Director Mark Zagorski	For	For	For	For	A vote FOR all director nominees is warranted.
DoubleVerify Holdings, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
DoubleVerify Holdings, Inc.	05/23/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Douglas Dynamics, Inc.	04/23/2024	Management	1	Elect Director Kenneth W. Krueger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Kenneth (Ken) Krueger are warranted for lack of a majority independent board. WITHHOLD votes for Kenneth (Ken) Krueger are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lisa R. Bacus is warranted.
Douglas Dynamics, Inc.	04/23/2024	Management	2	Elect Director Lisa R. Bacus	For	For	For	For	WITHHOLD votes for non-independent nominee Kenneth (Ken) Krueger are warranted for lack of a majority independent board. WITHHOLD votes for Kenneth (Ken) Krueger are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lisa R. Bacus is warranted.
Douglas Dynamics, Inc.	04/23/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Douglas Dynamics, Inc.	04/23/2024	Management	4	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Douglas Dynamics, Inc.	04/23/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Dril-Quip, Inc.	05/07/2024	Management	1	Elect Director Amy B. Schwetz	For	For	For	For	A vote FOR Amy B. Schwetz is warranted.
Dril-Quip, Inc.	05/07/2024	Management	2	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dril-Quip, Inc.	05/07/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Dropbox, Inc.	05/16/2024	Management	1	Elect Director Donald W. Blair	For	For	For	For	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dropbox, Inc.	05/16/2024	Management	2	Elect Director Lisa Campbell	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/16/2024	Management	3	Elect Director Andrew W. Houston	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/16/2024	Management	4	Elect Director Paul E. Jacobs	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/16/2024	Management	5	Elect Director Sara Mathew	For	For	For	For	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dropbox, Inc.	05/16/2024	Management	6	Elect Director Andrew Moore	For	For	For	For	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/16/2024	Management	7	Elect Director Abhay Parasnis	For	For	For	For	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/16/2024	Management	8	Elect Director Karen Peacock	For	For	For	For	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/16/2024	Management	9	Elect Director Michael Seibel	For	For	For	For	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/16/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dropbox, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of security-related perquisites.
DT Midstream, Inc.	05/10/2024	Management	1	Elect Director Angela Archon	For	For	For	For	A vote FOR all the director nominees is warranted.
DT Midstream, Inc.	05/10/2024	Management	2	Elect Director Stephen Baker	For	For	For	For	A vote FOR all the director nominees is warranted.
DT Midstream, Inc.	05/10/2024	Management	3	Elect Director Elaine Pickle	For	For	For	For	A vote FOR all the director nominees is warranted.
DT Midstream, Inc.	05/10/2024	Management	4	Elect Director Robert Skaggs, Jr.	For	For	For	For	A vote FOR all the director nominees is warranted.
DT Midstream, Inc.	05/10/2024	Management	5	Elect Director David Slater	For	For	For	For	A vote FOR all the director nominees is warranted.
DT Midstream, Inc.	05/10/2024	Management	6	Elect Director Peter Tumminello	For	For	For	For	A vote FOR all the director nominees is warranted.
DT Midstream, Inc.	05/10/2024	Management	7	Elect Director Dwayne Wilson	For	For	For	For	A vote FOR all the director nominees is warranted.
DT Midstream, Inc.	05/10/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DT Midstream, Inc.	05/10/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ducommun Incorporated	04/24/2024	Management	1	Elect Director David B. Carter	For	For	For	For	A vote FOR all director nominees is warranted.
Ducommun Incorporated	04/24/2024	Management	2	Elect Director Shirley G. Drazba	For	For	For	For	A vote FOR all director nominees is warranted.
Ducommun Incorporated	04/24/2024	Management	3	Elect Director Sheila G. Kramer	For	For	For	For	A vote FOR all director nominees is warranted.
Ducommun Incorporated	04/24/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Ducommun Incorporated	04/24/2024	Management	5	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's three-year average burn rate is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
Ducommun Incorporated	04/24/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Duluth Holdings Inc.	05/23/2024	Management	1	Elect Director Stephen L. Schlecht	For	Withhold	Withhold	Withhold	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Stephen (Steve) Schlecht, Francesca Edwardson, David Finch, Brett Paschke, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen (Steve) Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/23/2024	Management	2	Elect Director Samuel M. Sato	For	For	For	For	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Stephen (Steve) Schlecht, Francesca Edwardson, David Finch, Brett Paschke, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen (Steve) Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/23/2024	Management	3	Elect Director Francesca M. Edwardson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Stephen (Steve) Schlecht, Francesca Edwardson, David Finch, Brett Paschke, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen (Steve) Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Duluth Holdings Inc.	05/23/2024	Management	4	Elect Director David C. Finch	For	Withhold	Withhold	Withhold	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Stephen (Steve) Schlecht, Francesca Edwardson, David Finch, Brett Paschke, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen (Steve) Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/23/2024	Management	5	Elect Director Janet H. Kennedy	For	For	For	For	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Stephen (Steve) Schlecht, Francesca Edwardson, David Finch, Brett Paschke, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen (Steve) Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/23/2024	Management	6	Elect Director Brett L. Paschke	For	Withhold	Withhold	Withhold	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Stephen (Steve) Schlecht, Francesca Edwardson, David Finch, Brett Paschke, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen (Steve) Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/23/2024	Management	7	Elect Director Susan J. Riley	For	For	For	For	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Stephen (Steve) Schlecht, Francesca Edwardson, David Finch, Brett Paschke, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen (Steve) Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/23/2024	Management	8	Elect Director Ronald Robinson	For	For	For	For	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Stephen (Steve) Schlecht, Francesca Edwardson, David Finch, Brett Paschke, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen (Steve) Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/23/2024	Management	9	Elect Director Scott K. Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Stephen (Steve) Schlecht, Francesca Edwardson, David Finch, Brett Paschke, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen (Steve) Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
Duluth Holdings Inc.	05/23/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Duluth Holdings Inc.	05/23/2024	Management	12	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	1	Elect Director Ellen R. Alemany	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	2	Elect Director Douglas K. Ammerman	For	For	Withhold	Withhold	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	3	Elect Director Chinh E. Chu	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	4	Elect Director William P. Foley, II	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	5	Elect Director Thomas M. Hagerty	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	6	Elect Director Anthony M. Jabbour	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	7	Elect Director Keith J. Jackson	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	8	Elect Director Kirsten M. Kliphouse	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	9	Elect Director Richard N. Massey	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	10	Elect Director James A. Quella	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

## B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	11	Elect Director Ganesh B. Rao	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DXP Enterprises, Inc.	06/14/2024	Management	1	Elect Director David R. Little	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DXP Enterprises, Inc.	06/14/2024	Management	2	Elect Director Kent Yee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DXP Enterprises, Inc.	06/14/2024	Management	3	Elect Director Joseph R. Mannes	For	For	For	For	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DXP Enterprises, Inc.	06/14/2024	Management	4	Elect Director Timothy P. Halter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DXP Enterprises, Inc.	06/14/2024	Management	5	Elect Director David Patton	For	For	For	For	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DXP Enterprises, Inc.	06/14/2024	Management	6	Elect Director Karen Hoffman	For	For	For	For	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DXP Enterprises, Inc.	06/14/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain an excise tax gross-up change-in-control provision.
DXP Enterprises, Inc.	06/14/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Dycom Industries Inc.	05/23/2024	Management	1	Elect Director Steven E. Nielsen	For	For	For	For	A vote FOR the director nominees is warranted.
Dycom Industries Inc.	05/23/2024	Management	2	Elect Director Jennifer M. Fritzsche	For	For	For	For	A vote FOR the director nominees is warranted.
Dycom Industries Inc.	05/23/2024	Management	3	Elect Director Carmen M. Sabater	For	For	For	For	A vote FOR the director nominees is warranted.
Dycom Industries Inc.	05/23/2024	Management	4	Elect Director Luis Avila-Marco	For	For	For	For	A vote FOR the director nominees is warranted.
Dycom Industries Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Dycom Industries Inc.	05/23/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dynavax Technologies Corporation	05/23/2024	Management	1	Elect Director Francis R. Cano	For	For	Withhold	Withhold	WITHHOLD votes for Francis (Frank) Cano and Peggy Phillips are warranted for serving as non-independent members of a key board committee. A vote FOR Peter R. Paradiso is warranted.
Dynavax Technologies Corporation	05/23/2024	Management	2	Elect Director Peter R. Paradiso	For	For	For	For	WITHHOLD votes for Francis (Frank) Cano and Peggy Phillips are warranted for serving as non-independent members of a key board committee. A vote FOR Peter R. Paradiso is warranted.
Dynavax Technologies Corporation	05/23/2024	Management	3	Elect Director Peggy V. Phillips	For	For	Withhold	Withhold	WITHHOLD votes for Francis (Frank) Cano and Peggy Phillips are warranted for serving as non-independent members of a key board committee. A vote FOR Peter R. Paradiso is warranted.
Dynavax Technologies Corporation	05/23/2024	Management	4	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.36 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Dynavax Technologies Corporation	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Dynavax Technologies Corporation	05/23/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
E2open Parent Holdings, Inc.	06/28/2024	Management	1	Elect Director Chinh E. Chu	For	Withhold	Withhold	Withhold	WITHHOLD votes for Chinh Chu are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominee Chinh Chu are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Andrew Appel is warranted.
E2open Parent Holdings, Inc.	06/28/2024	Management	2	Elect Director Andrew Appel	For	For	For	For	WITHHOLD votes for Chinh Chu are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominee Chinh Chu are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Andrew Appel is warranted.
E2open Parent Holdings, Inc.	06/28/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
E2open Parent Holdings, Inc.	06/28/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eagle Bancorp, Inc.	05/16/2024	Management	1	Elect Director Matthew D. Brockwell	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/16/2024	Management	2	Elect Director Steven J. Freidkin	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/16/2024	Management	3	Elect Director Theresa G. LaPlaca	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/16/2024	Management	4	Elect Director A. Leslie Ludwig	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/16/2024	Management	5	Elect Director Norman R. Pozez	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/16/2024	Management	6	Elect Director Kathy A. Raffa	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/16/2024	Management	7	Elect Director Susan G. Riel	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/16/2024	Management	8	Elect Director James A. Soltesz	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/16/2024	Management	9	Elect Director Benjamin M. Soto	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/16/2024	Management	10	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Eagle Bancorp, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Eagle Bulk Shipping Inc.	04/05/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. The sales process appears reasonable, the equity form of consideration allows shareholders to participate in the upside potential of the combined company, and there appears to be downside risk of non-approval given the outperformance of EGLE shares since the announcement date.
Eagle Bulk Shipping Inc.	04/05/2024	Management	2	Approve Issuance of Shares Upon the Conversion of 5.00% Convertible Senior Notes due 2024	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
Eagle Bulk Shipping Inc.	04/05/2024	Management	3	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, the CEO's equity awards will only vest upon a qualifying termination, and performance-based shares will vest at target or based on actual performance.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eagle Bulk Shipping Inc.	04/05/2024	Management	4	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
Eastern Bankshares, Inc	05/13/2024	Management	1	Elect Director Richard C. Bane	For	For	Against	Against	Votes AGAINST Richard Bane and Paul Connolly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastern Bankshares, Inc	05/13/2024	Management	2	Elect Director Joseph T. Chung	For	For	For	For	Votes AGAINST Richard Bane and Paul Connolly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastern Bankshares, Inc	05/13/2024	Management	3	Elect Director Paul M. Connolly	For	For	Against	Against	Votes AGAINST Richard Bane and Paul Connolly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastern Bankshares, Inc	05/13/2024	Management	4	Elect Director Bari A. Harlam	For	For	For	For	Votes AGAINST Richard Bane and Paul Connolly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastern Bankshares, Inc	05/13/2024	Management	5	Elect Director Marisa J. Harney	For	For	For	For	Votes AGAINST Richard Bane and Paul Connolly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastern Bankshares, Inc	05/13/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Eastern Bankshares, Inc	05/13/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eastman Kodak Company	05/15/2024	Management	1	Elect Director James V. Continenza	For	For	For	For	Votes AGAINST Jason New are warranted due to unclear attendance disclosure and potentially poor attendance. Vote AGAINST Nominating Committee Chair Philippe Katz are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Eastman Kodak Company	05/15/2024	Management	2	Elect Director David P. Bovenzi	For	For	For	For	Votes AGAINST Jason New are warranted due to unclear attendance disclosure and potentially poor attendance. Vote AGAINST Nominating Committee Chair Philippe Katz are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Eastman Kodak Company	05/15/2024	Management	3	Elect Director Philippe D. Katz	For	Against	Against	Against	Votes AGAINST Jason New are warranted due to unclear attendance disclosure and potentially poor attendance. Vote AGAINST Nominating Committee Chair Philippe Katz are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Eastman Kodak Company	05/15/2024	Management	4	Elect Director Kathleen B. Lynch	For	For	For	For	Votes AGAINST Jason New are warranted due to unclear attendance disclosure and potentially poor attendance. Vote AGAINST Nominating Committee Chair Philippe Katz are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Eastman Kodak Company	05/15/2024	Management	5	Elect Director Jason New	For	Against	Against	Against	Votes AGAINST Jason New are warranted due to unclear attendance disclosure and potentially poor attendance. Vote AGAINST Nominating Committee Chair Philippe Katz are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Eastman Kodak Company	05/15/2024	Management	6	Elect Director Darren L. Richman	For	For	For	For	Votes AGAINST Jason New are warranted due to unclear attendance disclosure and potentially poor attendance. Vote AGAINST Nominating Committee Chair Philippe Katz are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Eastman Kodak Company	05/15/2024	Management	7	Elect Director Michael E. Sileck, Jr.	For	For	For	For	Votes AGAINST Jason New are warranted due to unclear attendance disclosure and potentially poor attendance. Vote AGAINST Nominating Committee Chair Philippe Katz are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Eastman Kodak Company	05/15/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Eastman Kodak Company	05/15/2024	Management	9	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.29 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eastman Kodak Company	05/15/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ecovyst Inc.	05/08/2024	Management	1	Elect Director Anna C. Catalano	For	For	For	For	A vote FOR all director nominees is warranted.
Ecovyst Inc.	05/08/2024	Management	2	Elect Director Sarah Lorange	For	For	For	For	A vote FOR all director nominees is warranted.
Ecovyst Inc.	05/08/2024	Management	3	Elect Director Donald Althoff	For	For	For	For	A vote FOR all director nominees is warranted.
Ecovyst Inc.	05/08/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided tax gross-up payment for the CEO's relocation perquisite.
Ecovyst Inc.	05/08/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ecovyst Inc.	05/08/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ecovyst Inc.	05/08/2024	Management	7	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Edgewell Personal Care Company	02/01/2024	Management	1	Elect Director Robert W. Black	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/01/2024	Management	2	Elect Director George R. Corbin	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/01/2024	Management	3	Elect Director Carla C. Hendra	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/01/2024	Management	4	Elect Director John C. Hunter, III	For	For	Against	Against	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/01/2024	Management	5	Elect Director James C. Johnson	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/01/2024	Management	6	Elect Director Rod R. Little	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/01/2024	Management	7	Elect Director Joseph D. O'Leary	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/01/2024	Management	8	Elect Director Rakesh Sachdev	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/01/2024	Management	9	Elect Director Swan Sit	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/01/2024	Management	10	Elect Director Gary K. Waring	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/01/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Edgewell Personal Care Company	02/01/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Edgewell Personal Care Company	02/01/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Edgewise Therapeutics, Inc.	06/07/2024	Management	1	Elect Director Peter Thompson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Peter Thompson and Jonathan Fox are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee Kevin Koch is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Edgewise Therapeutics, Inc.	06/07/2024	Management	2	Elect Director Kevin Koch	For	For	For	For	WITHHOLD votes for Governance Committee members Peter Thompson and Jonathan Fox are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee Kevin Koch is warranted.
Edgewise Therapeutics, Inc.	06/07/2024	Management	3	Elect Director Jonathan Fox	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Peter Thompson and Jonathan Fox are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee Kevin Koch is warranted.
Edgewise Therapeutics, Inc.	06/07/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Edgewise Therapeutics, Inc.	06/07/2024	Management	5	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Edgio, Inc.	01/26/2024	Management	1	Approve Issuance of Shares for a Private Placement	For	For	For	For	A vote FOR these proposals is warranted, with caution. Approval of these proposals will allow the company to settle certain obligations in stock, rather than cash, which appears prudent in light of the company's financial condition and adverse consequences of non-approval. However, shareholders should be concerned over the severity of these downside risks and how aspects of the broader deal were structured.
Edgio, Inc.	01/26/2024	Management	2	Approve Issuance of Warrants and Shares of Common Stock	For	For	For	For	A vote FOR these proposals is warranted, with caution. Approval of these proposals will allow the company to settle certain obligations in stock, rather than cash, which appears prudent in light of the company's financial condition and adverse consequences of non-approval. However, shareholders should be concerned over the severity of these downside risks and how aspects of the broader deal were structured.
Edgio, Inc.	01/26/2024	Management	3	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted. Although the effective increase in the number of authorized shares of common stock resulting from the reverse stock split is excessive, the reverse stock split may enable the company to maintain the listing of its common stock on the Nasdaq Capital Market.
Edgio, Inc.	01/26/2024	Management	4	Amend Charter	For	Against	Against	Against	A vote AGAINST this proposal is warranted given the lack of a compelling rationale or a clear downside to shareholder non-approval.
eHealth, Inc.	06/12/2024	Management	1	Elect Director Erin L. Russell	For	For	For	For	A vote FOR all director nominees is warranted.
eHealth, Inc.	06/12/2024	Management	2	Elect Director Cesar M. Soriano	For	For	For	For	A vote FOR all director nominees is warranted.
eHealth, Inc.	06/12/2024	Management	3	Elect Director Dale B. Wolf	For	For	For	For	A vote FOR all director nominees is warranted.
eHealth, Inc.	06/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
eHealth, Inc.	06/12/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
eHealth, Inc.	06/12/2024	Management	6	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.51 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive. * The plan allows for company loans to officers for the exercise of stock options. Based on an evaluation of the estimated cost, plan features, and grant practices using the Equity Plan Scorecard (EPSC), a vote AGAINST this proposal is warranted due to the following key factors:* The equity program is estimated to be excessively dilutive (overriding factor);* The plan cost is excessive;* The three-year average burn rate is excessive;* The disclosure of change-in-control ("CIC") vesting treatment is incomplete (or is otherwise considered discretionary); and* The plan allows broad discretion to accelerate vesting.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
eHealth, Inc.	06/12/2024	Management	7	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
El Pollo Loco Holdings, Inc.	05/28/2024	Management	1	Elect Director Deborah Gonzalez	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Deborah (Debbie) Gonzalez given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Elizabeth (Liz) Williams is warranted.
El Pollo Loco Holdings, Inc.	05/28/2024	Management	2	Elect Director Elizabeth "Liz" Williams	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Deborah (Debbie) Gonzalez given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Elizabeth (Liz) Williams is warranted.
El Pollo Loco Holdings, Inc.	05/28/2024	Management	3	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
El Pollo Loco Holdings, Inc.	05/28/2024	Management	4	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
El Pollo Loco Holdings, Inc.	05/28/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
El Pollo Loco Holdings, Inc.	05/28/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Elanco Animal Health Incorporated	05/30/2024	Management	1	Elect Director William Doyle	For	For	For	For	A vote FOR all director nominees is warranted.
Elanco Animal Health Incorporated	05/30/2024	Management	2	Elect Director Art Garcia	For	For	For	For	A vote FOR all director nominees is warranted.
Elanco Animal Health Incorporated	05/30/2024	Management	3	Elect Director Denise Scots-Knight	For	For	For	For	A vote FOR all director nominees is warranted.
Elanco Animal Health Incorporated	05/30/2024	Management	4	Elect Director Jeffrey Simmons	For	For	For	For	A vote FOR all director nominees is warranted.
Elanco Animal Health Incorporated	05/30/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Elanco Animal Health Incorporated	05/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Elanco Animal Health Incorporated	05/30/2024	Management	7	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Elanco Animal Health Incorporated	05/30/2024	Management	8	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted as a majority vote standard in uncontested director elections will provide shareholders with a more meaningful voice while improving director accountability.
Elanco Animal Health Incorporated	05/30/2024	Management	9	Amend Articles of Incorporation to Allow Shareholders to Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted, as allowing shareholders to amend the bylaws represents an enhancement to shareholder rights.
Elanco Animal Health Incorporated	05/30/2024	Management	10	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.
Element Solutions Inc	06/04/2024	Management	1	Elect Director Martin E. Franklin	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	2	Elect Director Benjamin Gliklich	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	3	Elect Director Ian G.H. Ashken	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Element Solutions Inc	06/04/2024	Management	4	Elect Director Elyse Napoli Filon	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	5	Elect Director Christopher T. Fraser	For	Against	Against	Against	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	6	Elect Director Michael F. Goss	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	7	Elect Director E. Stanley O'Neal	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	8	Elect Director Susan W. Sofronas	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Element Solutions Inc	06/04/2024	Management	10	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Element Solutions Inc	06/04/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Embecta Corp.	02/07/2024	Management	1	Elect Director Milton M. Morris	For	For	For	For	A vote FOR all director nominees is warranted.
Embecta Corp.	02/07/2024	Management	2	Elect Director Claire Pomeroy	For	For	For	For	A vote FOR all director nominees is warranted.
Embecta Corp.	02/07/2024	Management	3	Elect Director Karen N. Prange	For	For	For	For	A vote FOR all director nominees is warranted.
Embecta Corp.	02/07/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Embecta Corp.	02/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Embecta Corp.	02/07/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Emergent BioSolutions Inc.	05/23/2024	Management	1	Elect Director Donald DeGolyer	For	For	For	For	A vote FOR all director nominees is warranted.
Emergent BioSolutions Inc.	05/23/2024	Management	2	Elect Director Neal Fowler	For	For	For	For	A vote FOR all director nominees is warranted.
Emergent BioSolutions Inc.	05/23/2024	Management	3	Elect Director Marvin White	For	For	For	For	A vote FOR all director nominees is warranted.
Emergent BioSolutions Inc.	05/23/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Emergent BioSolutions Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Emergent BioSolutions Inc.	05/23/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.30 percent is excessive. * The plan administrator may provide loans to exercise awards.
Employers Holdings, Inc.	05/23/2024	Management	1	Elect Director Katherine H. Antonello	For	For	For	For	A vote FOR all director nominees is warranted.
Employers Holdings, Inc.	05/23/2024	Management	2	Elect Director Joao (John) M. de Figueiredo	For	For	For	For	A vote FOR all director nominees is warranted.
Employers Holdings, Inc.	05/23/2024	Management	3	Elect Director Barbara A. Higgins	For	For	For	For	A vote FOR all director nominees is warranted.
Employers Holdings, Inc.	05/23/2024	Management	4	Elect Director James R. Kroner	For	For	For	For	A vote FOR all director nominees is warranted.
Employers Holdings, Inc.	05/23/2024	Management	5	Elect Director Michael J. McColgan	For	For	For	For	A vote FOR all director nominees is warranted.
Employers Holdings, Inc.	05/23/2024	Management	6	Elect Director Michael J. McSally	For	For	For	For	A vote FOR all director nominees is warranted.
Employers Holdings, Inc.	05/23/2024	Management	7	Elect Director Jeanne L. Mockard	For	For	For	For	A vote FOR all director nominees is warranted.
Employers Holdings, Inc.	05/23/2024	Management	8	Elect Director Alejandro (Alex) Perez-Tenessa	For	For	For	For	A vote FOR all director nominees is warranted.
Employers Holdings, Inc.	05/23/2024	Management	9	Elect Director Steven P. Sorenson	For	For	For	For	A vote FOR all director nominees is warranted.
Employers Holdings, Inc.	05/23/2024	Management	10	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Employers Holdings, Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Employers Holdings, Inc.	05/23/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enact Holdings, Inc.	05/16/2024	Management	1	Elect Director Dominic J. Adesso	For	For	For	For	WITHHOLD votes for Thomas (Tom) McInerney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enact Holdings, Inc.	05/16/2024	Management	2	Elect Director Michael A. Bless	For	For	For	For	WITHHOLD votes for Thomas (Tom) McInerney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enact Holdings, Inc.	05/16/2024	Management	3	Elect Director John D. Fisk	For	For	For	For	WITHHOLD votes for Thomas (Tom) McInerney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enact Holdings, Inc.	05/16/2024	Management	4	Elect Director Rohit Gupta	For	For	For	For	WITHHOLD votes for Thomas (Tom) McInerney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enact Holdings, Inc.	05/16/2024	Management	5	Elect Director Sheila Hooda	For	For	For	For	WITHHOLD votes for Thomas (Tom) McInerney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enact Holdings, Inc.	05/16/2024	Management	6	Elect Director Thomas J. McInerney	For	Withhold	Withhold	Withhold	WITHHOLD votes for Thomas (Tom) McInerney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enact Holdings, Inc.	05/16/2024	Management	7	Elect Director Robert P. Restrepo, Jr.	For	For	For	For	WITHHOLD votes for Thomas (Tom) McInerney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enact Holdings, Inc.	05/16/2024	Management	8	Elect Director Debra W. Still	For	For	For	For	WITHHOLD votes for Thomas (Tom) McInerney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enact Holdings, Inc.	05/16/2024	Management	9	Elect Director Westley V. Thompson	For	For	For	For	WITHHOLD votes for Thomas (Tom) McInerney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enact Holdings, Inc.	05/16/2024	Management	10	Elect Director Jerome T. Upton	For	For	For	For	WITHHOLD votes for Thomas (Tom) McInerney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enact Holdings, Inc.	05/16/2024	Management	11	Elect Director Anne G. Waleski	For	For	For	For	WITHHOLD votes for Thomas (Tom) McInerney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enact Holdings, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Enact Holdings, Inc.	05/16/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enact Holdings, Inc.	05/16/2024	Management	14	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability to minority shareholders.
Enanta Pharmaceuticals, Inc.	03/06/2024	Management	1	Elect Director Yujiro S. Hata	For	For	For	For	WITHHOLD votes for Terry Vance are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enanta Pharmaceuticals, Inc.	03/06/2024	Management	2	Elect Director Kristine Peterson	For	For	For	For	WITHHOLD votes for Terry Vance are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enanta Pharmaceuticals, Inc.	03/06/2024	Management	3	Elect Director Terry C. Vance	For	For	Withhold	Withhold	WITHHOLD votes for Terry Vance are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enanta Pharmaceuticals, Inc.	03/06/2024	Management	4	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 25.95 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Enanta Pharmaceuticals, Inc.	03/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Enanta Pharmaceuticals, Inc.	03/06/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Encompass Health Corporation	05/02/2024	Management	1	Elect Director Greg D. Carmichael	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	2	Elect Director Edward M. Christie, III	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	3	Elect Director Joan E. Herman	For	For	Against	Against	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	4	Elect Director Leslye G. Katz	For	For	Against	Against	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	5	Elect Director Patricia A. Maryland	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	6	Elect Director Kevin J. O'Connor	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	7	Elect Director Christopher R. Reidy	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	8	Elect Director Nancy M. Schlichting	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	9	Elect Director Mark J. Tarr	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	10	Elect Director Terrance Williams	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Encompass Health Corporation	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Encompass Health Corporation	05/02/2024	Shareholder	13	Report on Effectiveness of the Company's Diversity, Equity, and Inclusion Efforts	Against	For	For	For	A vote FOR this resolution is warranted, as reporting quantitative and comparable diversity statistics would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
Encore Capital Group, Inc.	06/07/2024	Management	1	Elect Director Michael P. Monaco	For	For	For	For	A vote FOR all director nominees is warranted.
Encore Capital Group, Inc.	06/07/2024	Management	2	Elect Director William C. Goings	For	For	For	For	A vote FOR all director nominees is warranted.
Encore Capital Group, Inc.	06/07/2024	Management	3	Elect Director Ashwini (Ash) Gupta	For	For	For	For	A vote FOR all director nominees is warranted.
Encore Capital Group, Inc.	06/07/2024	Management	4	Elect Director Wendy G. Hannam	For	For	For	For	A vote FOR all director nominees is warranted.
Encore Capital Group, Inc.	06/07/2024	Management	5	Elect Director Jeffrey A. Hilzinger	For	For	For	For	A vote FOR all director nominees is warranted.
Encore Capital Group, Inc.	06/07/2024	Management	6	Elect Director Angela A. Knight	For	For	For	For	A vote FOR all director nominees is warranted.
Encore Capital Group, Inc.	06/07/2024	Management	7	Elect Director Laura Newman Olle	For	For	For	For	A vote FOR all director nominees is warranted.
Encore Capital Group, Inc.	06/07/2024	Management	8	Elect Director Richard P. Stovsky	For	For	For	For	A vote FOR all director nominees is warranted.
Encore Capital Group, Inc.	06/07/2024	Management	9	Elect Director Ashish Masih	For	For	For	For	A vote FOR all director nominees is warranted.
Encore Capital Group, Inc.	06/07/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Encore Capital Group, Inc.	06/07/2024	Management	11	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Encore Wire Corporation	05/07/2024	Management	1	Elect Director Daniel L. Jones	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Jones, John Wilson, William Thomas III, and Scott Weaver are warranted for lack of majority independent board.WITHHOLD votes for John Wilson, William Thomas III, and Scott Weaver are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Governance Committee Chair William Thomas III are further warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Encore Wire Corporation	05/07/2024	Management	2	Elect Director Gina A. Norris	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Jones, John Wilson, William Thomas III, and Scott Weaver are warranted for lack of majority independent board.WITHHOLD votes for John Wilson, William Thomas III, and Scott Weaver are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Governance Committee Chair William Thomas III are further warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Encore Wire Corporation	05/07/2024	Management	3	Elect Director William R. Thomas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Jones, John Wilson, William Thomas III, and Scott Weaver are warranted for lack of majority independent board.WITHHOLD votes for John Wilson, William Thomas III, and Scott Weaver are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Governance Committee Chair William Thomas III are further warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Encore Wire Corporation	05/07/2024	Management	4	Elect Director W. Kelvin Walker	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Jones, John Wilson, William Thomas III, and Scott Weaver are warranted for lack of majority independent board.WITHHOLD votes for John Wilson, William Thomas III, and Scott Weaver are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Governance Committee Chair William Thomas III are further warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Encore Wire Corporation	05/07/2024	Management	5	Elect Director Scott D. Weaver	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Jones, John Wilson, William Thomas III, and Scott Weaver are warranted for lack of majority independent board.WITHHOLD votes for John Wilson, William Thomas III, and Scott Weaver are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Governance Committee Chair William Thomas III are further warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Encore Wire Corporation	05/07/2024	Management	6	Elect Director John H. Wilson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Jones, John Wilson, William Thomas III, and Scott Weaver are warranted for lack of majority independent board.WITHHOLD votes for John Wilson, William Thomas III, and Scott Weaver are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Governance Committee Chair William Thomas III are further warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Encore Wire Corporation	05/07/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Encore Wire Corporation	05/07/2024	Management	8	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Encore Wire Corporation	05/07/2024	Management	9	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for company loans to officers for the exercise of awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Encore Wire Corporation	05/07/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Encore Wire Corporation	06/26/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. While the company ran a limited sale process, the merger consideration provides a reasonable premium to historical trading levels, and the cash form of consideration provides shareholders with liquidity and certainty of value.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Encore Wire Corporation	06/26/2024	Management	2	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While executives are not eligible to receive cash severance, each NEO will receive a large cash transaction bonus, and all outstanding equity is single trigger.
Encore Wire Corporation	06/26/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given the underlying transaction merits support.
Energizer Holdings, Inc.	01/29/2024	Management	1	Elect Director Cynthia J. Brinkley	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/29/2024	Management	2	Elect Director Rebecca D. Frankiewicz	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/29/2024	Management	3	Elect Director Kevin J. Hunt	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/29/2024	Management	4	Elect Director James C. Johnson	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/29/2024	Management	5	Elect Director Mark S. LaVigne	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/29/2024	Management	6	Elect Director Patrick J. Moore	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/29/2024	Management	7	Elect Director Donal L. Mulligan	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/29/2024	Management	8	Elect Director Nneka L. Rimmer	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/29/2024	Management	9	Elect Director Robert V. Vitale	For	For	Against	Against	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/29/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Energizer Holdings, Inc.	01/29/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Energy Recovery Inc.	06/06/2024	Management	1	Elect Director Alexander J. Buehler	For	For	For	For	WITHHOLD votes for Arve Hanstveit are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Energy Recovery Inc.	06/06/2024	Management	2	Elect Director Joan K. Chow	For	For	For	For	WITHHOLD votes for Arve Hanstveit are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Energy Recovery Inc.	06/06/2024	Management	3	Elect Director Arve Hanstveit	For	For	Withhold	Withhold	WITHHOLD votes for Arve Hanstveit are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Energy Recovery Inc.	06/06/2024	Management	4	Elect Director David W. Moon	For	For	For	For	WITHHOLD votes for Arve Hanstveit are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Energy Recovery Inc.	06/06/2024	Management	5	Elect Director Colin R. Sabol	For	For	For	For	WITHHOLD votes for Arve Hanstveit are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Energy Recovery Inc.	06/06/2024	Management	6	Elect Director Pamela L. Tondreau	For	For	For	For	WITHHOLD votes for Arve Hanstveit are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Energy Recovery Inc.	06/06/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Energy Recovery Inc.	06/06/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Enerpac Tool Group Corp.	01/25/2024	Management	1	Elect Director Alfredo Altavilla	For	For	For	For	A vote FOR all director nominees is warranted.
Enerpac Tool Group Corp.	01/25/2024	Management	2	Elect Director Judy L. Altmaier	For	For	For	For	A vote FOR all director nominees is warranted.
Enerpac Tool Group Corp.	01/25/2024	Management	3	Elect Director J. Palmer Clarkson	For	For	For	For	A vote FOR all director nominees is warranted.
Enerpac Tool Group Corp.	01/25/2024	Management	4	Elect Director Danny L. Cunningham	For	For	For	For	A vote FOR all director nominees is warranted.
Enerpac Tool Group Corp.	01/25/2024	Management	5	Elect Director E. James Ferland	For	For	For	For	A vote FOR all director nominees is warranted.
Enerpac Tool Group Corp.	01/25/2024	Management	6	Elect Director Colleen M. Healy	For	For	For	For	A vote FOR all director nominees is warranted.
Enerpac Tool Group Corp.	01/25/2024	Management	7	Elect Director Richard D. Holder	For	For	For	For	A vote FOR all director nominees is warranted.
Enerpac Tool Group Corp.	01/25/2024	Management	8	Elect Director Lynn C. Minella	For	For	For	For	A vote FOR all director nominees is warranted.
Enerpac Tool Group Corp.	01/25/2024	Management	9	Elect Director Sidney S. Simmons	For	For	For	For	A vote FOR all director nominees is warranted.
Enerpac Tool Group Corp.	01/25/2024	Management	10	Elect Director Paul E. Sternlieb	For	For	For	For	A vote FOR all director nominees is warranted.
Enerpac Tool Group Corp.	01/25/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Enerpac Tool Group Corp.	01/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Enerpac Tool Group Corp.	01/25/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Engagesmart, Inc.	01/23/2024	Management	1	Approve Merger Agreement	For	For	For	For	Although the process was constrained by General Atlantic's interests, the proposed transaction offers a 22.9 percent premium to the unaffected date as well as a 21.8 percent premium to the median ESMT share price since the beginning of 2022 through the unaffected date, the all-cash consideration provides immediate liquidity and certainty of value, and the outperformance since the unaffected date suggests there is downside risk to non-approval. As such, support FOR the transaction is warranted.
Engagesmart, Inc.	01/23/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, outstanding equity awards will be converted to cash awards of the acquiring company. Although option awards will auto-accelerate upon the merger closing, the majority of equity awards will remain subject to double-trigger vesting acceleration.
Engagesmart, Inc.	01/23/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this item as warranted given that the underlying transaction warrants support.
Enova International, Inc.	05/08/2024	Management	1	Elect Director Ellen Carnahan	For	For	For	For	WITHHOLD votes for Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/08/2024	Management	2	Elect Director Daniel R. Feehan	For	For	Withhold	Withhold	WITHHOLD votes for Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/08/2024	Management	3	Elect Director David Fisher	For	For	For	For	WITHHOLD votes for Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/08/2024	Management	4	Elect Director William M. Goodyear	For	For	For	For	WITHHOLD votes for Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/08/2024	Management	5	Elect Director James A. Gray	For	For	For	For	WITHHOLD votes for Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/08/2024	Management	6	Elect Director Gregg A. Kaplan	For	For	For	For	WITHHOLD votes for Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/08/2024	Management	7	Elect Director Mark P. McGowan	For	For	For	For	WITHHOLD votes for Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/08/2024	Management	8	Elect Director Linda Johnson Rice	For	For	For	For	WITHHOLD votes for Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Enova International, Inc.	05/08/2024	Management	9	Elect Director Mark A. Tebbe	For	For	For	For	WITHHOLD votes for Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/08/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Enova International, Inc.	05/08/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Enova International, Inc.	05/08/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.54 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Enovis Corporation	05/20/2024	Management	1	Elect Director Matthew L. Tretotola	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/20/2024	Management	2	Elect Director Barbara W. Bodem	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/20/2024	Management	3	Elect Director Liam J. Kelly	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/20/2024	Management	4	Elect Director Angela S. Lalor	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/20/2024	Management	5	Elect Director Philip A. Okala	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/20/2024	Management	6	Elect Director Christine Ortiz	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/20/2024	Management	7	Elect Director A. Clayton Perfall	For	For	Against	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/20/2024	Management	8	Elect Director Brady R. Shirley	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/20/2024	Management	9	Elect Director Rajiv Vinnakota	For	For	Against	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/20/2024	Management	10	Elect Director Sharon Wienbar	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/20/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enovis Corporation	05/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Enovis Corporation	05/20/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Enovis Corporation	05/20/2024	Management	14	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Enpro, Inc.	05/02/2024	Management	1	Elect Director Eric A. Vaillancourt	For	For	For	For	WITHHOLD votes for David Hauser and Thomas Botts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enpro, Inc.	05/02/2024	Management	2	Elect Director William Abbey	For	For	For	For	WITHHOLD votes for David Hauser and Thomas Botts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enpro, Inc.	05/02/2024	Management	3	Elect Director Thomas M. Botts	For	For	Withhold	Withhold	WITHHOLD votes for David Hauser and Thomas Botts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enpro, Inc.	05/02/2024	Management	4	Elect Director Felix M. Brueck	For	For	For	For	WITHHOLD votes for David Hauser and Thomas Botts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enpro, Inc.	05/02/2024	Management	5	Elect Director Adele M. Gulfo	For	For	For	For	WITHHOLD votes for David Hauser and Thomas Botts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enpro, Inc.	05/02/2024	Management	6	Elect Director David L. Hauser	For	For	Withhold	Withhold	WITHHOLD votes for David Hauser and Thomas Botts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enpro, Inc.	05/02/2024	Management	7	Elect Director John Humphrey	For	For	For	For	WITHHOLD votes for David Hauser and Thomas Botts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enpro, Inc.	05/02/2024	Management	8	Elect Director Ronald C. Keating	For	For	For	For	WITHHOLD votes for David Hauser and Thomas Botts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enpro, Inc.	05/02/2024	Management	9	Elect Director Judith A. Reinsdorf	For	For	For	For	WITHHOLD votes for David Hauser and Thomas Botts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enpro, Inc.	05/02/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Enpro, Inc.	05/02/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enstar Group Limited	06/06/2024	Management	1	Elect Director Robert J. Campbell	For	For	Against	Against	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/06/2024	Management	2	Elect Director B. Frederick Becker	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/06/2024	Management	3	Elect Director Sharon A. Beesley	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/06/2024	Management	4	Elect Director James D. Carey	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/06/2024	Management	5	Elect Director Susan L. Cross	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/06/2024	Management	6	Elect Director Hans-Peter Gerhardt	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/06/2024	Management	7	Elect Director Orla Gregory	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/06/2024	Management	8	Elect Director Myron Hendry	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Enstar Group Limited	06/06/2024	Management	9	Elect Director Paul J. O'Shea	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/06/2024	Management	10	Elect Director Hitesh Patel	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/06/2024	Management	11	Elect Director Dominic Silvester	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/06/2024	Management	12	Elect Director Poul A. Winslow	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/06/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The committee demonstrated adequate responsiveness to last year's low say-on-pay vote result. However, a vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Annual LTI awards and the president's front-loaded award are majority based on clearly disclosed, multi-year goals. However, the majority of STI weighting is based on metrics for which quantified, pre-set goals are not disclosed, and large base salaries contribute to large STI opportunities and payouts for 2023. Additionally, three NEOs received special, off-cycle equity awards significantly larger than their annual LTI grant. The special awards lack performance-vesting criteria and were granted relatively close to prior special awards to the same NEOs. Concerns are also raised with regards to the CEO's excessive total perquisite compensation, the single-trigger change-in-control provision in legacy agreements, and the auto-accelerated vesting of equity awards upon a change-in-control event.
Enstar Group Limited	06/06/2024	Management	14	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Enterprise Bancorp, Inc.	05/07/2024	Management	1	Elect Director Gino J. Baroni	For	Against	Against	Against	A vote AGAINST all director nominees is warranted for maintaining a long-term poison pill that has not been ratified by shareholders. Votes AGAINST non-independent nominees John Clancy Jr., James Conway III, Gino Baroni and John Grady Jr. are warranted for lack of a majority independent board. Votes AGAINST James Conway III and Gino Baroni are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee member James Conway III is further warranted for lack of racial diversity on the board.
Enterprise Bancorp, Inc.	05/07/2024	Management	2	Elect Director John P. Clancy, Jr.	For	Against	Against	Against	A vote AGAINST all director nominees is warranted for maintaining a long-term poison pill that has not been ratified by shareholders. Votes AGAINST non-independent nominees John Clancy Jr., James Conway III, Gino Baroni and John Grady Jr. are warranted for lack of a majority independent board. Votes AGAINST James Conway III and Gino Baroni are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee member James Conway III is further warranted for lack of racial diversity on the board.
Enterprise Bancorp, Inc.	05/07/2024	Management	3	Elect Director James F. Conway, III	For	Against	Against	Against	A vote AGAINST all director nominees is warranted for maintaining a long-term poison pill that has not been ratified by shareholders. Votes AGAINST non-independent nominees John Clancy Jr., James Conway III, Gino Baroni and John Grady Jr. are warranted for lack of a majority independent board. Votes AGAINST James Conway III and Gino Baroni are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee member James Conway III is further warranted for lack of racial diversity on the board.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Enterprise Bancorp, Inc.	05/07/2024	Management	4	Elect Director John T. Grady, Jr.	For	Against	Against	Against	A vote AGAINST all director nominees is warranted for maintaining a long-term poison pill that has not been ratified by shareholders. Votes AGAINST non-independent nominees John Clancy Jr., James Conway III, Gino Baroni and John Grady Jr. are warranted for lack of a majority independent board. Votes AGAINST James Conway III and Gino Baroni are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee member James Conway III is further warranted for lack of racial diversity on the board.
Enterprise Bancorp, Inc.	05/07/2024	Management	5	Elect Director Mary Jane King	For	Against	Against	Against	A vote AGAINST all director nominees is warranted for maintaining a long-term poison pill that has not been ratified by shareholders. Votes AGAINST non-independent nominees John Clancy Jr., James Conway III, Gino Baroni and John Grady Jr. are warranted for lack of a majority independent board. Votes AGAINST James Conway III and Gino Baroni are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee member James Conway III is further warranted for lack of racial diversity on the board.
Enterprise Bancorp, Inc.	05/07/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision; * The company paid dividends on unvested performance-based equity awards; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
Enterprise Bancorp, Inc.	05/07/2024	Management	7	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enterprise Financial Services Corp	05/01/2024	Management	1	Elect Director Lyne B. Andrich	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/01/2024	Management	2	Elect Director Michael A. DeCola	For	For	Withhold	Withhold	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/01/2024	Management	3	Elect Director Robert E. Guest, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/01/2024	Management	4	Elect Director James M. Havel	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/01/2024	Management	5	Elect Director Michael R. Holmes	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/01/2024	Management	6	Elect Director Nevada A. Kent, IV	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/01/2024	Management	7	Elect Director James B. Lally	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/01/2024	Management	8	Elect Director Marcela Manjarrez	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/01/2024	Management	9	Elect Director Stephen P. Marsh	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Enterprise Financial Services Corp	05/01/2024	Management	10	Elect Director Daniel A. Rodrigues	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/01/2024	Management	11	Elect Director Richard M. Sanborn	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/01/2024	Management	12	Elect Director Eloise E. Schmitz	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/01/2024	Management	13	Elect Director Sandra A. Van Trease	For	For	Withhold	Withhold	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/01/2024	Management	14	Elect Director Lina A. Young	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/01/2024	Management	15	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enterprise Financial Services Corp	05/01/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Entravision Communications Corporation	05/30/2024	Management	1	Elect Director Paul Anton Zevnik	For	For	Withhold	Withhold	WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entravision Communications Corporation	05/30/2024	Management	2	Elect Director Gilbert R. Vasquez	For	For	Withhold	Withhold	WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entravision Communications Corporation	05/30/2024	Management	3	Elect Director Martha Elena Diaz	For	For	For	For	WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entravision Communications Corporation	05/30/2024	Management	4	Elect Director Fehmi Zeko	For	For	For	For	WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entravision Communications Corporation	05/30/2024	Management	5	Elect Director Thomas Strickler	For	For	For	For	WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entravision Communications Corporation	05/30/2024	Management	6	Elect Director Brad Bender	For	For	For	For	WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entravision Communications Corporation	05/30/2024	Management	7	Elect Director Michael Christenson	For	For	For	For	WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entravision Communications Corporation	05/30/2024	Management	8	Elect Director Lara Sweet	For	For	For	For	WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entravision Communications Corporation	05/30/2024	Management	9	Ratify Deloitte and Touche, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Entravision Communications Corporation	05/30/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Entravision Communications Corporation	05/30/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.56 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Entravision Communications Corporation	05/30/2024	Management	12	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Entravision Communications Corporation	05/30/2024	Management	13	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Investnet, Inc.	05/08/2024	Management	1	Elect Director Valerie Mosley	For	For	For	For	A vote FOR all director nominees is warranted.
Investnet, Inc.	05/08/2024	Management	2	Elect Director Gregory Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Investnet, Inc.	05/08/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Investnet, Inc.	05/08/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Investnet, Inc.	05/08/2024	Management	5	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Investnet, Inc.	05/08/2024	Management	6	Amend Certificate of Incorporation to Allow the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Enviri Corporation	04/18/2024	Management	1	Elect Director James F. Earl	For	For	Against	Against	Votes AGAINST David Everitt and James (Jim) Earl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enviri Corporation	04/18/2024	Management	2	Elect Director David C. Everitt	For	For	Against	Against	Votes AGAINST David Everitt and James (Jim) Earl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enviri Corporation	04/18/2024	Management	3	Elect Director F. Nicholas Grasberger, III	For	For	For	For	Votes AGAINST David Everitt and James (Jim) Earl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enviri Corporation	04/18/2024	Management	4	Elect Director Carolann I. Haznedar	For	For	For	For	Votes AGAINST David Everitt and James (Jim) Earl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enviri Corporation	04/18/2024	Management	5	Elect Director Timothy M. Laurion	For	For	For	For	Votes AGAINST David Everitt and James (Jim) Earl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enviri Corporation	04/18/2024	Management	6	Elect Director Rebecca M. O'Mara	For	For	For	For	Votes AGAINST David Everitt and James (Jim) Earl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enviri Corporation	04/18/2024	Management	7	Elect Director Edgar (Ed) M. Purvis, Jr.	For	For	For	For	Votes AGAINST David Everitt and James (Jim) Earl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enviri Corporation	04/18/2024	Management	8	Elect Director John S. Quinn	For	For	For	For	Votes AGAINST David Everitt and James (Jim) Earl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enviri Corporation	04/18/2024	Management	9	Elect Director Phillip C. Widman	For	For	For	For	Votes AGAINST David Everitt and James (Jim) Earl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enviri Corporation	04/18/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Enviri Corporation	04/18/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Enviri Corporation	04/18/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Envista Holdings Corporation	05/21/2024	Management	1	Elect Director Amir Aghdaei *Withdrawn Resolution*					
Envista Holdings Corporation	05/21/2024	Management	2	Elect Director Wendy Carruthers	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/21/2024	Management	3	Elect Director Kieran T. Gallahue	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/21/2024	Management	4	Elect Director Scott Huennekens	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/21/2024	Management	5	Elect Director Barbara B. Hult	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/21/2024	Management	6	Elect Director Vivek Jain	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/21/2024	Management	7	Elect Director Daniel A. Raskas	For	Withhold	Withhold	Withhold	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/21/2024	Management	8	Elect Director Christine Tsingos	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/21/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Envista Holdings Corporation	05/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Envista Holdings Corporation	05/21/2024	Management	11	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Envista Holdings Corporation	05/21/2024	Management	12	Elect Director Paul Keel	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Epsilon Energy Ltd.	05/15/2024	Management	1	Fix Number of Directors at Six	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.
Epsilon Energy Ltd.	05/15/2024	Management	2	Elect Director John Lovoi	For	For	For	For	A vote FOR all director nominees is warranted.
Epsilon Energy Ltd.	05/15/2024	Management	3	Elect Director Jason Stankowski	For	For	For	For	A vote FOR all director nominees is warranted.
Epsilon Energy Ltd.	05/15/2024	Management	4	Elect Director David Winn	For	For	For	For	A vote FOR all director nominees is warranted.
Epsilon Energy Ltd.	05/15/2024	Management	5	Elect Director Tracy Stephens	For	For	For	For	A vote FOR all director nominees is warranted.
Epsilon Energy Ltd.	05/15/2024	Management	6	Elect Director Jason Stabell	For	For	For	For	A vote FOR all director nominees is warranted.
Epsilon Energy Ltd.	05/15/2024	Management	7	Elect Director Nicola Maddox	For	For	For	For	A vote FOR all director nominees is warranted.
Epsilon Energy Ltd.	05/15/2024	Management	8	Ratify BDO USA, P.C. as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Epsilon Energy Ltd.	05/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Equitrans Midstream Corporation	04/23/2024	Management	1	Elect Director Vicky A. Bailey	For	For	For	For	A vote FOR the director nominees is warranted.
Equitrans Midstream Corporation	04/23/2024	Management	2	Elect Director Sarah M. Barpoulis	For	For	For	For	A vote FOR the director nominees is warranted.
Equitrans Midstream Corporation	04/23/2024	Management	3	Elect Director Kenneth M. Burke	For	For	For	For	A vote FOR the director nominees is warranted.
Equitrans Midstream Corporation	04/23/2024	Management	4	Elect Director Diana M. Charletta	For	For	For	For	A vote FOR the director nominees is warranted.
Equitrans Midstream Corporation	04/23/2024	Management	5	Elect Director Thomas F. Karam	For	For	For	For	A vote FOR the director nominees is warranted.
Equitrans Midstream Corporation	04/23/2024	Management	6	Elect Director D. Mark Leland	For	For	For	For	A vote FOR the director nominees is warranted.
Equitrans Midstream Corporation	04/23/2024	Management	7	Elect Director Norman J. Szydlowski	For	For	For	For	A vote FOR the director nominees is warranted.
Equitrans Midstream Corporation	04/23/2024	Management	8	Elect Director Robert F. Vagt	For	For	For	For	A vote FOR the director nominees is warranted.
Equitrans Midstream Corporation	04/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Equitrans Midstream Corporation	04/23/2024	Management	10	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equitrans Midstream Corporation	04/23/2024	Management	11	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Equitrans Midstream Corporation	04/23/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Equity Bancshares, Inc.	04/23/2024	Management	1	Elect Director Kevin E. Cook	For	Against	Against	Against	Votes AGAINST non-independent nominees Brad Elliott and Gregory (Greg) Kossover are warranted for lack of a majority independent board. A vote AGAINST incumbent director nominees Brad Elliott, Kevin Cook, Junetta Everett, and Gregory (Greg) Kossover is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Equity Bancshares, Inc.	04/23/2024	Management	2	Elect Director Brad S. Elliott	For	Against	Against	Against	Votes AGAINST non-independent nominees Brad Elliott and Gregory (Greg) Kossover are warranted for lack of a majority independent board. A vote AGAINST incumbent director nominees Brad Elliott, Kevin Cook, Junetta Everett, and Gregory (Greg) Kossover is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Equity Bancshares, Inc.	04/23/2024	Management	3	Elect Director Junetta M. Everett	For	Against	Against	Against	Votes AGAINST non-independent nominees Brad Elliott and Gregory (Greg) Kossover are warranted for lack of a majority independent board. A vote AGAINST incumbent director nominees Brad Elliott, Kevin Cook, Junetta Everett, and Gregory (Greg) Kossover is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Equity Bancshares, Inc.	04/23/2024	Management	4	Elect Director Gregory H. Kossover	For	Against	Against	Against	Votes AGAINST non-independent nominees Brad Elliott and Gregory (Greg) Kossover are warranted for lack of a majority independent board. A vote AGAINST incumbent director nominees Brad Elliott, Kevin Cook, Junetta Everett, and Gregory (Greg) Kossover is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Equity Bancshares, Inc.	04/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The regular STI and LTI programs are sufficiently performance-based. However, there are concerns regarding STI goal rigor and the lack of majority performance-based CEO equity awards after accounting for meaningful supplemental time-vesting equity grants contemplated under the employment agreement. Additionally, the company recently incorporated a SERP as a new element of the pay program. The incorporation of such a non-performance-based pay element is problematic and unusual at a time when many companies have closed or frozen such plans.
Equity Bancshares, Inc.	04/23/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for company loans to officers for the exercise of awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Equity Bancshares, Inc.	04/23/2024	Management	7	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ESAB Corporation	05/09/2024	Management	1	Elect Director Patrick W. Allender	For	For	For	For	A vote FOR both director nominees is warranted.
ESAB Corporation	05/09/2024	Management	2	Elect Director Rhonda L. Jordan	For	For	For	For	A vote FOR both director nominees is warranted.
ESAB Corporation	05/09/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ESAB Corporation	05/09/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Escalade, Incorporated	05/08/2024	Management	1	Elect Director Walter P. Glazer, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Glazer Jr., Edward (Ned) Williams, Richard (Rick) Baalmann Jr. and Patrick Griffin are warranted for lack of a majority independent board. WITHHOLD votes for Edward (Ned) Williams and Richard (Rick) Baalmann Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Katherine Franklin for lack of racial/ethnic diversity on the board.
Escalade, Incorporated	05/08/2024	Management	2	Elect Director Katherine F. Franklin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Glazer Jr., Edward (Ned) Williams, Richard (Rick) Baalmann Jr. and Patrick Griffin are warranted for lack of a majority independent board. WITHHOLD votes for Edward (Ned) Williams and Richard (Rick) Baalmann Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Katherine Franklin for lack of racial/ethnic diversity on the board.
Escalade, Incorporated	05/08/2024	Management	3	Elect Director Edward E. Williams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Glazer Jr., Edward (Ned) Williams, Richard (Rick) Baalmann Jr. and Patrick Griffin are warranted for lack of a majority independent board. WITHHOLD votes for Edward (Ned) Williams and Richard (Rick) Baalmann Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Katherine Franklin for lack of racial/ethnic diversity on the board.
Escalade, Incorporated	05/08/2024	Management	4	Elect Director Richard F. Baalmann, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Glazer Jr., Edward (Ned) Williams, Richard (Rick) Baalmann Jr. and Patrick Griffin are warranted for lack of a majority independent board. WITHHOLD votes for Edward (Ned) Williams and Richard (Rick) Baalmann Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Katherine Franklin for lack of racial/ethnic diversity on the board.
Escalade, Incorporated	05/08/2024	Management	5	Elect Director Patrick J. Griffin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Glazer Jr., Edward (Ned) Williams, Richard (Rick) Baalmann Jr. and Patrick Griffin are warranted for lack of a majority independent board. WITHHOLD votes for Edward (Ned) Williams and Richard (Rick) Baalmann Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Katherine Franklin for lack of racial/ethnic diversity on the board.
Escalade, Incorporated	05/08/2024	Management	6	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Escalade, Incorporated	05/08/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ESCO Technologies Inc.	02/07/2024	Management	1	Elect Director Janice L. Hess	For	For	For	For	A vote FOR all director nominees is warranted.
ESCO Technologies Inc.	02/07/2024	Management	2	Elect Director Bryan H. Saylor	For	For	For	For	A vote FOR all director nominees is warranted.
ESCO Technologies Inc.	02/07/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ESCO Technologies Inc.	02/07/2024	Management	4	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Esquire Financial Holdings, Inc.	05/30/2024	Management	1	Elect Director Anthony Coelho	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Coelho, Andrew Sagliocca and Richard Powers are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Coelho and Richard Powers are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee member Anthony (Tony) Coelho are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR Rena Nigam is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Esquire Financial Holdings, Inc.	05/30/2024	Management	2	Elect Director Richard T. Powers	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Coelho, Andrew Sagiocca and Richard Powers are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Coelho and Richard Powers are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee member Anthony (Tony) Coelho are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR Rena Nigam is warranted.
Esquire Financial Holdings, Inc.	05/30/2024	Management	3	Elect Director Andrew C. Sagiocca	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Coelho, Andrew Sagiocca and Richard Powers are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Coelho and Richard Powers are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee member Anthony (Tony) Coelho are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR Rena Nigam is warranted.
Esquire Financial Holdings, Inc.	05/30/2024	Management	4	Elect Director Rena Nigam	For	For	For	For	WITHHOLD votes for non-independent nominees Anthony (Tony) Coelho, Andrew Sagiocca and Richard Powers are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Coelho and Richard Powers are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee member Anthony (Tony) Coelho are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR Rena Nigam is warranted.
Esquire Financial Holdings, Inc.	05/30/2024	Management	5	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.84 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Esquire Financial Holdings, Inc.	05/30/2024	Management	6	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Esquire Financial Holdings, Inc.	05/30/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
ESSA Bancorp, Inc.	03/07/2024	Management	1	Elect Director Robert C. Selig, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
ESSA Bancorp, Inc.	03/07/2024	Management	2	Elect Director Philip H. Hosbach, IV	For	For	For	For	A vote FOR all director nominees is warranted.
ESSA Bancorp, Inc.	03/07/2024	Management	3	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
ESSA Bancorp, Inc.	03/07/2024	Management	4	Ratify S.R. Snodgrass, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ESSA Bancorp, Inc.	03/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Essent Group Ltd.	05/01/2024	Management	1	Elect Director Aditya Dutt	For	For	Withhold	Withhold	WITHHOLD votes for Aditya Dutt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essent Group Ltd.	05/01/2024	Management	2	Elect Director Henna Karna	For	For	For	For	WITHHOLD votes for Aditya Dutt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essent Group Ltd.	05/01/2024	Management	3	Elect Director Roy J. Kasmar	For	For	For	For	WITHHOLD votes for Aditya Dutt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essent Group Ltd.	05/01/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Essent Group Ltd.	05/01/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the pay-for-performance misalignment is not mitigated at this time. While the CEO's short- and long-term incentives are primarily performance-based, significant concerns are raised under the short-term incentive program. Half of cash incentives for NEOs other than the CEO is based on individual performance, the performance target for a significant metric was set significantly below prior year actual performance without a sufficient rationale, and a discretionary bonus was paid to the CEO on top of his near maximum payout.
Etsy, Inc.	06/13/2024	Management	1	Elect Director Marla Blow	For	Against	Against	Against	In the absence of Governance Committee members on ballot, a vote AGAINST director nominees Marla Blow, Gary S. Briggs, and Melissa Reiff is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Etsy, Inc.	06/13/2024	Management	2	Elect Director Gary S. Briggs	For	Against	Against	Against	In the absence of Governance Committee members on ballot, a vote AGAINST director nominees Marla Blow, Gary S. Briggs, and Melissa Reiff is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Etsy, Inc.	06/13/2024	Management	3	Elect Director Melissa Reiff	For	Against	Against	Against	In the absence of Governance Committee members on ballot, a vote AGAINST director nominees Marla Blow, Gary S. Briggs, and Melissa Reiff is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Etsy, Inc.	06/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the annual incentive was based primarily on financial metrics, and the committee utilized discretion to reduce annual incentive payouts, there are noted design, disclosure, and magnitude concerns in the long-term incentive program. The CEO's total equity award value was large, driving relatively large total pay for the year in review, on the backdrop of TSR underperformance. Concerns surrounding these awards are magnified, as the majority of performance awards utilize a relatively short two-year period and forward-looking goals are not disclosed. Moreover, the majority of equity awards granted to NEOs other than the CEO were primarily time-based. Lastly, the company provided a tax gross-up payment for an executive's perquisite.
Etsy, Inc.	06/13/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Etsy, Inc.	06/13/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Euronet Worldwide, Inc.	05/16/2024	Management	1	Elect Director Paul S. Althasen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas McDonnell and Paul Althasen are warranted for lack of a majority independent board. WITHHOLD votes for Thomas McDonnell and Paul Althasen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee member Thomas McDonnell are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Michael N. Frumkin is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Euronet Worldwide, Inc.	05/16/2024	Management	2	Elect Director Michael N. Frumkin	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas McDonnell and Paul Althasen are warranted for lack of a majority independent board. WITHHOLD votes for Thomas McDonnell and Paul Althasen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee member Thomas McDonnell are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Michael N. Frumkin is warranted.
Euronet Worldwide, Inc.	05/16/2024	Management	3	Elect Director Thomas A. McDonnell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas McDonnell and Paul Althasen are warranted for lack of a majority independent board. WITHHOLD votes for Thomas McDonnell and Paul Althasen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee member Thomas McDonnell are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Michael N. Frumkin is warranted.
Euronet Worldwide, Inc.	05/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Euronet Worldwide, Inc.	05/16/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Evans Bancorp, Inc.	05/07/2024	Management	1	Elect Director Dawn DePerrior	For	For	For	For	WITHHOLD votes for Michael Rogers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evans Bancorp, Inc.	05/07/2024	Management	2	Elect Director Kimberley A. Minkel	For	For	For	For	WITHHOLD votes for Michael Rogers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evans Bancorp, Inc.	05/07/2024	Management	3	Elect Director Christina P. Orsi	For	For	For	For	WITHHOLD votes for Michael Rogers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evans Bancorp, Inc.	05/07/2024	Management	4	Elect Director Michael J. Rogers	For	For	Withhold	Withhold	WITHHOLD votes for Michael Rogers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evans Bancorp, Inc.	05/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Evans Bancorp, Inc.	05/07/2024	Management	6	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Eventbrite, Inc.	06/06/2024	Management	1	Elect Director Pilar Manchon	For	For	For	For	WITHHOLD votes for Sean Moriarty are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Naomi Wheelless are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Pilar Manchon is warranted.
Eventbrite, Inc.	06/06/2024	Management	2	Elect Director Sean P. Moriarty	For	For	Withhold	Withhold	WITHHOLD votes for Sean Moriarty are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Naomi Wheelless are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Pilar Manchon is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eventbrite, Inc.	06/06/2024	Management	3	Elect Director Naomi Wheelless	For	Withhold	Withhold	Withhold	WITHHOLD votes for Sean Moriarty are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Naomi Wheelless are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Pilar Manchon is warranted.
Eventbrite, Inc.	06/06/2024	Management	4	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is de facto controlled and decisions regarding the company's response to shareholder litigation would be made by a board with limited accountability to public shareholders.
Eventbrite, Inc.	06/06/2024	Management	5	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Eventbrite, Inc.	06/06/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Everbridge, Inc.	04/25/2024	Management	1	Approve Merger Agreement	For	For	For	For	The board appears to have conducted a thorough process and effectively utilized the go-shop provision to raise Thoma Bravo's offer to \$35.00 per share from the initial agreed \$28.60. The cash form of consideration provides certainty of value and the outperformance relative to the index since the unaffected date suggests there is significant downside risk of non-approval. As such, support FOR the proposed transaction is warranted.
Everbridge, Inc.	04/25/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. Equity awards will be converted to time-vested cash awards and will only be accelerated upon a qualifying termination.
Everbridge, Inc.	04/25/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted, as the underlying transaction warrants support.
EverCommerce Inc.	06/20/2024	Management	1	Elect Director John Marquis	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Marquis and Joseph (Joe) Osnoss are warranted for lack of a majority independent board. WITHHOLD votes for John Marquis and Joseph (Joe) Osnoss are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee member John Marquis given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Richard (Rick) Simonson is warranted.
EverCommerce Inc.	06/20/2024	Management	2	Elect Director Joseph Osnoss	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Marquis and Joseph (Joe) Osnoss are warranted for lack of a majority independent board. WITHHOLD votes for John Marquis and Joseph (Joe) Osnoss are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee member John Marquis given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Richard (Rick) Simonson is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
EverCommerce Inc.	06/20/2024	Management	3	Elect Director Richard A. Simonson	For	For	For	For	WITHHOLD votes for non-independent nominees John Marquis and Joseph (Joe) Osnoss are warranted for lack of a majority independent board. WITHHOLD votes for John Marquis and Joseph (Joe) Osnoss are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee member John Marquis given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Richard (Rick) Simonson is warranted.
EverCommerce Inc.	06/20/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Evercore Inc.	06/18/2024	Management	1	Elect Director Roger C. Altman	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	2	Elect Director Pamela G. Carlton	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	3	Elect Director Ellen V. Futter	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	4	Elect Director Gail B. Harris	For	For	Against	Against	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	5	Elect Director Robert B. Millard	For	For	Against	Against	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	6	Elect Director Willard J. Overlock, Jr.	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	7	Elect Director Simon M. Robertson	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	8	Elect Director John S. Weinberg	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	9	Elect Director William J. Wheeler	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	10	Elect Director Sarah K. Williamson	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
Evercore Inc.	06/18/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Evercore Inc.	06/18/2024	Management	13	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 30.32 percent is excessive. * The company's three-year average burn rate is excessive.
EverQuote, Inc.	06/06/2024	Management	1	Elect Director David Blundin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominees David Blundin and Jayme Mendal due to the company's lack of a formal nominating committee. In the absence of a governance committee, WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
EverQuote, Inc.	06/06/2024	Management	2	Elect Director Sanju Bansal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominees David Blundin and Jayme Mendal due to the company's lack of a formal nominating committee. In the absence of a governance committee, WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
EverQuote, Inc.	06/06/2024	Management	3	Elect Director Paul Deninger	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominees David Blundin and Jayme Mendal due to the company's lack of a formal nominating committee. In the absence of a governance committee, WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
EverQuote, Inc.	06/06/2024	Management	4	Elect Director Jayme Mendal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominees David Blundin and Jayme Mendal due to the company's lack of a formal nominating committee. In the absence of a governance committee, WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
EverQuote, Inc.	06/06/2024	Management	5	Elect Director George Neble	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominees David Blundin and Jayme Mendal due to the company's lack of a formal nominating committee. In the absence of a governance committee, WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
EverQuote, Inc.	06/06/2024	Management	6	Elect Director John Shields	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominees David Blundin and Jayme Mendal due to the company's lack of a formal nominating committee. In the absence of a governance committee, WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
EverQuote, Inc.	06/06/2024	Management	7	Elect Director Mira Wilczek	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominees David Blundin and Jayme Mendal due to the company's lack of a formal nominating committee. In the absence of a governance committee, WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
EverQuote, Inc.	06/06/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EverQuote, Inc.	06/06/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Everspin Technologies, Inc.	05/23/2024	Management	1	Elect Director Glen Hawk	For	For	For	For	WITHHOLD votes for Lawrence (Larry) Finch are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Tara Long given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Everspin Technologies, Inc.	05/23/2024	Management	2	Elect Director Tara Long	For	Withhold	Withhold	Withhold	WITHHOLD votes for Lawrence (Larry) Finch are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Tara Long given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Everspin Technologies, Inc.	05/23/2024	Management	3	Elect Director Lawrence G. Finch	For	For	Withhold	Withhold	WITHHOLD votes for Lawrence (Larry) Finch are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Tara Long given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Everspin Technologies, Inc.	05/23/2024	Management	4	Elect Director Geoffrey Ribar	For	For	For	For	WITHHOLD votes for Lawrence (Larry) Finch are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Tara Long given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Everspin Technologies, Inc.	05/23/2024	Management	5	Elect Director Darin G. Billerbeck	For	For	For	For	WITHHOLD votes for Lawrence (Larry) Finch are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Tara Long given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Everspin Technologies, Inc.	05/23/2024	Management	6	Elect Director Sanjeev Aggarwal	For	For	For	For	WITHHOLD votes for Lawrence (Larry) Finch are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Tara Long given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Everspin Technologies, Inc.	05/23/2024	Management	7	Elect Director Douglas Mitchell	For	For	For	For	WITHHOLD votes for Lawrence (Larry) Finch are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Tara Long given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Everspin Technologies, Inc.	05/23/2024	Management	8	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Everspin Technologies, Inc.	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Evolent Health, Inc.	06/06/2024	Management	1	Elect Director Toyin Ajayi	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/06/2024	Management	2	Elect Director Craig Barbarosh	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/06/2024	Management	3	Elect Director Seth Blackley	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/06/2024	Management	4	Elect Director M. Bridget Duffy	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/06/2024	Management	5	Elect Director Russell Glass	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/06/2024	Management	6	Elect Director Peter Grua	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/06/2024	Management	7	Elect Director Diane Holder	For	For	Against	Against	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/06/2024	Management	8	Elect Director Richard Jelinek	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/06/2024	Management	9	Elect Director Kim Keck	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/06/2024	Management	10	Elect Director Cheryl Scott	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/06/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Evolent Health, Inc.	06/06/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Evolut Health, Inc.	06/06/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Exagen, Inc.	06/10/2024	Management	1	Elect Director Ana Hooker	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee member Ana Hooker given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Exagen, Inc.	06/10/2024	Management	2	Elect Director Paul Kim	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member Ana Hooker given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Exagen, Inc.	06/10/2024	Management	3	Elect Director Frank Stokes	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member Ana Hooker given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Exagen, Inc.	06/10/2024	Management	4	Ratify BDO USA, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Excellerate Energy, Inc.	06/06/2024	Management	1	Elect Director Carolyn J. Burke	For	For	For	For	WITHHOLD votes for non-independent nominees Don Millican, Steven Kobos, Henry Kleemeier and Robert Waldo are warranted for lack of a majority independent board. WITHHOLD votes for Henry Kleemeier and Robert Waldo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Excellerate Energy, Inc.	06/06/2024	Management	2	Elect Director Deborah L. Byers	For	For	For	For	WITHHOLD votes for non-independent nominees Don Millican, Steven Kobos, Henry Kleemeier and Robert Waldo are warranted for lack of a majority independent board. WITHHOLD votes for Henry Kleemeier and Robert Waldo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Excellerate Energy, Inc.	06/06/2024	Management	3	Elect Director Paul T. Hanrahan	For	For	For	For	WITHHOLD votes for non-independent nominees Don Millican, Steven Kobos, Henry Kleemeier and Robert Waldo are warranted for lack of a majority independent board. WITHHOLD votes for Henry Kleemeier and Robert Waldo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Excellerate Energy, Inc.	06/06/2024	Management	4	Elect Director Henry G. Kleemeier	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Don Millican, Steven Kobos, Henry Kleemeier and Robert Waldo are warranted for lack of a majority independent board. WITHHOLD votes for Henry Kleemeier and Robert Waldo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Excellerate Energy, Inc.	06/06/2024	Management	5	Elect Director Steven M. Kobos	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Don Millican, Steven Kobos, Henry Kleemeier and Robert Waldo are warranted for lack of a majority independent board. WITHHOLD votes for Henry Kleemeier and Robert Waldo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Excellerate Energy, Inc.	06/06/2024	Management	6	Elect Director Don P. Millican	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Don Millican, Steven Kobos, Henry Kleemeier and Robert Waldo are warranted for lack of a majority independent board. WITHHOLD votes for Henry Kleemeier and Robert Waldo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Excelerate Energy, Inc.	06/06/2024	Management	7	Elect Director Robert A. Waldo	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Don Millican, Steven Kobos, Henry Kleemeier and Robert Waldo are warranted for lack of a majority independent board. WITHHOLD votes for Henry Kleemeier and Robert Waldo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Excelerate Energy, Inc.	06/06/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Excelerate Energy, Inc.	06/06/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Exelixis, Inc.	05/30/2024	Management	1	Elect Director Mary C. Beckerle	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	2	Elect Director S. Gail Eckhardt	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	3	Elect Director Maria C. Freire	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	4	Elect Director Tomas J. Heyman	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	5	Elect Director David E. Johnson	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	6	Elect Director Michael M. Morrissey	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	7	Elect Director Robert (Bob) L. Oliver, Jr.	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	8	Elect Director Stelios Papadopoulos	For	For	Against	Against	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	9	Elect Director George Poste	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	10	Elect Director Julie Anne Smith	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	11	Elect Director Jack L. Wyszomierski	For	For	Against	Against	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exelixis, Inc.	05/30/2024	Management	13	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Exelixis, Inc.	05/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ExlService Holdings, Inc.	06/20/2024	Management	1	Elect Director Rohit Kapoor	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ExlService Holdings, Inc.	06/20/2024	Management	2	Elect Director Vikram S. Pandit	For	For	For	For	A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ExlService Holdings, Inc.	06/20/2024	Management	3	Elect Director Thomas Bartlett	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ExlService Holdings, Inc.	06/20/2024	Management	4	Elect Director Andreas Fibig	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ExlService Holdings, Inc.	06/20/2024	Management	5	Elect Director Kristy Pipes	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ExlService Holdings, Inc.	06/20/2024	Management	6	Elect Director Nitin Sahney	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ExlService Holdings, Inc.	06/20/2024	Management	7	Elect Director Jaynie Studenmund	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ExlService Holdings, Inc.	06/20/2024	Management	8	Elect Director Sarah K. Williamson	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ExlService Holdings, Inc.	06/20/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ExlService Holdings, Inc.	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
ExlService Holdings, Inc.	06/20/2024	Management	11	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Exponent, Inc.	06/06/2024	Management	1	Elect Director George H. Brown	For	For	For	For	A vote FOR all director nominees is warranted.
Exponent, Inc.	06/06/2024	Management	2	Elect Director Catherine Ford Corrigan	For	For	For	For	A vote FOR all director nominees is warranted.
Exponent, Inc.	06/06/2024	Management	3	Elect Director Paul R. Johnston	For	For	For	For	A vote FOR all director nominees is warranted.
Exponent, Inc.	06/06/2024	Management	4	Elect Director Carol Lindstrom	For	For	For	For	A vote FOR all director nominees is warranted.
Exponent, Inc.	06/06/2024	Management	5	Elect Director Karen A. Richardson	For	For	For	For	A vote FOR all director nominees is warranted.
Exponent, Inc.	06/06/2024	Management	6	Elect Director Debra L. Zumwalt	For	For	For	For	A vote FOR all director nominees is warranted.
Exponent, Inc.	06/06/2024	Management	7	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exponent, Inc.	06/06/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Exponent, Inc.	06/06/2024	Management	9	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Expro Group Holdings N.V.	05/23/2024	Management	1	Elect Director Michael C. Kearney	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/23/2024	Management	2	Elect Director Michael Jardon	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/23/2024	Management	3	Elect Director Eitan Arbeter	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/23/2024	Management	4	Elect Director Robert W. Drummond	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/23/2024	Management	5	Elect Director Lisa L. Troe	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/23/2024	Management	6	Elect Director Brian Truelove	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/23/2024	Management	7	Elect Director Frances M. Vallejo	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/23/2024	Management	8	Elect Director Eileen G. Whelley	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Expro Group Holdings N.V.	05/23/2024	Management	10	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR is warranted in the absence of concerns over the financial statements and given that the company's independent auditor has issued an unqualified opinion over the financial statements.
Expro Group Holdings N.V.	05/23/2024	Management	11	Approve Discharge of Board Members	For	For	For	For	A vote FOR is warranted in the absence of any information about significant and compelling controversies suggesting that the management and supervisory boards are not fulfilling their fiduciary duties.
Expro Group Holdings N.V.	05/23/2024	Management	12	Ratify Deloitte Accountants B.V. as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Expro Group Holdings N.V.	05/23/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Expro Group Holdings N.V.	05/23/2024	Management	14	Authorize Share Repurchase Program	For	For	For	For	A vote FOR this proposal is warranted, as the proposed share repurchase program does not raise concern.
Expro Group Holdings N.V.	05/23/2024	Management	15	Approve the Issuance of Up to 20 Percent of the Company's Issued Capital	For	For	Against	Against	A vote AGAINST this proposal is warranted as the proposed amount is not within recommended limits.
Farmer Bros. Co.	01/24/2024	Management	1	Elect Director Stacy Loretz-Congdon	For	For	For	For	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Farmer Bros. Co.	01/24/2024	Management	2	Elect Director John E. Moore, III	For	For	For	For	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Farmer Bros. Co.	01/24/2024	Management	3	Elect Director David A. Pace	For	For	Withhold	Withhold	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Farmer Bros. Co.	01/24/2024	Management	4	Elect Director Bradley L. Radoff	For	For	For	For	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Farmer Bros. Co.	01/24/2024	Management	5	Elect Director Waheed Zaman	For	For	For	For	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Farmer Bros. Co.	01/24/2024	Management	6	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Farmer Bros. Co.	01/24/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	1	Elect Director Ian D. Boyce	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Johnson, Lars Eller, Andrew Briggs, Eugene Burkholder, Marcia Latta, Steven Planson and Kevin Sauder are warranted for lack of a majority independent board. WITHHOLD votes for Jack Johnson, Marcia Latta, Steven Planson and Kevin Sauder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	2	Elect Director Andrew J. Briggs	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Johnson, Lars Eller, Andrew Briggs, Eugene Burkholder, Marcia Latta, Steven Planson and Kevin Sauder are warranted for lack of a majority independent board. WITHHOLD votes for Jack Johnson, Marcia Latta, Steven Planson and Kevin Sauder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	3	Elect Director Eugene N. Burkholder	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Johnson, Lars Eller, Andrew Briggs, Eugene Burkholder, Marcia Latta, Steven Planson and Kevin Sauder are warranted for lack of a majority independent board. WITHHOLD votes for Jack Johnson, Marcia Latta, Steven Planson and Kevin Sauder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	4	Elect Director Lars B. Eller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Johnson, Lars Eller, Andrew Briggs, Eugene Burkholder, Marcia Latta, Steven Planson and Kevin Sauder are warranted for lack of a majority independent board. WITHHOLD votes for Jack Johnson, Marcia Latta, Steven Planson and Kevin Sauder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	5	Elect Director Jo Ellen Hornish	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Johnson, Lars Eller, Andrew Briggs, Eugene Burkholder, Marcia Latta, Steven Planson and Kevin Sauder are warranted for lack of a majority independent board. WITHHOLD votes for Jack Johnson, Marcia Latta, Steven Planson and Kevin Sauder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	6	Elect Director Jack C. Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Johnson, Lars Eller, Andrew Briggs, Eugene Burkholder, Marcia Latta, Steven Planson and Kevin Sauder are warranted for lack of a majority independent board. WITHHOLD votes for Jack Johnson, Marcia Latta, Steven Planson and Kevin Sauder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	7	Elect Director Lori A. Johnston	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Johnson, Lars Eller, Andrew Briggs, Eugene Burkholder, Marcia Latta, Steven Planson and Kevin Sauder are warranted for lack of a majority independent board. WITHHOLD votes for Jack Johnson, Marcia Latta, Steven Planson and Kevin Sauder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	8	Elect Director Marcia S. Latta	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Johnson, Lars Eller, Andrew Briggs, Eugene Burkholder, Marcia Latta, Steven Planson and Kevin Sauder are warranted for lack of a majority independent board. WITHHOLD votes for Jack Johnson, Marcia Latta, Steven Planson and Kevin Sauder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	9	Elect Director Steven J. Planson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Johnson, Lars Eller, Andrew Briggs, Eugene Burkholder, Marcia Latta, Steven Planson and Kevin Sauder are warranted for lack of a majority independent board. WITHHOLD votes for Jack Johnson, Marcia Latta, Steven Planson and Kevin Sauder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	10	Elect Director Kevin J. Sauder	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Johnson, Lars Eller, Andrew Briggs, Eugene Burkholder, Marcia Latta, Steven Planson and Kevin Sauder are warranted for lack of a majority independent board. WITHHOLD votes for Jack Johnson, Marcia Latta, Steven Planson and Kevin Sauder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	11	Elect Director Frank R. Simon	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Johnson, Lars Eller, Andrew Briggs, Eugene Burkholder, Marcia Latta, Steven Planson and Kevin Sauder are warranted for lack of a majority independent board. WITHHOLD votes for Jack Johnson, Marcia Latta, Steven Planson and Kevin Sauder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	12	Elect Director K. Brad Stamm	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Johnson, Lars Eller, Andrew Briggs, Eugene Burkholder, Marcia Latta, Steven Planson and Kevin Sauder are warranted for lack of a majority independent board. WITHHOLD votes for Jack Johnson, Marcia Latta, Steven Planson and Kevin Sauder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	13	Elect Director David P. Vernon	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Johnson, Lars Eller, Andrew Briggs, Eugene Burkholder, Marcia Latta, Steven Planson and Kevin Sauder are warranted for lack of a majority independent board. WITHHOLD votes for Jack Johnson, Marcia Latta, Steven Planson and Kevin Sauder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * The company maintains an excessive severance provision in a legacy agreement. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Farmers & Merchants Bancorp, Inc.	04/29/2024	Management	15	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Farmers National Banc Corp.	04/18/2024	Management	1	Elect Director David Z. Paull	For	For	Withhold	Withhold	WITHHOLD votes for David Paull are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers National Banc Corp.	04/18/2024	Management	2	Elect Director Gina A. Richardson	For	For	For	For	WITHHOLD votes for David Paull are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers National Banc Corp.	04/18/2024	Management	3	Elect Director Andre Thornton	For	For	For	For	WITHHOLD votes for David Paull are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers National Banc Corp.	04/18/2024	Management	4	Elect Director Nicholas D. Varischetti	For	For	For	For	WITHHOLD votes for David Paull are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers National Banc Corp.	04/18/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Farmers National Banc Corp.	04/18/2024	Management	6	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
FARO Technologies, Inc.	06/13/2024	Management	1	Elect Director Jeroen van Rotterdam	For	For	For	For	WITHHOLD votes for John Donofrio are warranted for serving as a non-independent member of a key board committee. A vote FOR Jeroen van Rotterdam is warranted.
FARO Technologies, Inc.	06/13/2024	Management	2	Elect Director John Donofrio	For	For	Withhold	Withhold	WITHHOLD votes for John Donofrio are warranted for serving as a non-independent member of a key board committee. A vote FOR Jeroen van Rotterdam is warranted.
FARO Technologies, Inc.	06/13/2024	Management	3	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FARO Technologies, Inc.	06/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Fastly, Inc.	06/12/2024	Management	1	Elect Director David Hornik	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Hornik are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members David Hornik and Vanessa Smith given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Additionally, WITHHOLD votes are warranted for Compensation Committee members David Hornik and Charles Meyers for insufficient responsiveness to last year's failed say-on-pay proposal.
Fastly, Inc.	06/12/2024	Management	2	Elect Director Charles Meyers	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Hornik are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members David Hornik and Vanessa Smith given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Additionally, WITHHOLD votes are warranted for Compensation Committee members David Hornik and Charles Meyers for insufficient responsiveness to last year's failed say-on-pay proposal.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fastly, Inc.	06/12/2024	Management	3	Elect Director Vanessa Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Hornik are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members David Hornik and Vanessa Smith given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Additionally, WITHHOLD votes are warranted for Compensation Committee members David Hornik and Charles Meyers for insufficient responsiveness to last year's failed say-on-pay proposal.
Fastly, Inc.	06/12/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fastly, Inc.	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated only limited responsiveness to last year's failed say-on-pay vote. While certain improvements were made, concerns regarding the overlapping metrics and performance period between the STI and LTI programs were not meaningfully addressed. Further, a pay-for-performance misalignment exists for the year under consideration, and sufficient mitigating factors have not been identified. Certain positive factors exist, as equity awards were half performance-based and annual incentives were based on pre-set objective metrics. However, performance equity continued to utilize the same metrics, targets, and one-year performance period as the short-term incentive program, thereby awarding executives twice for the same performance. Further, a non-CEO NEO was awarded a large time-based equity grant, and his total compensation exceeded that of the CEO's.
FB Financial Corporation	05/23/2024	Management	1	Elect Director J. Jonathan (Jon) Ayers	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Agenia Clark for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/23/2024	Management	2	Elect Director William (Bill) F. Carpenter, III	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Agenia Clark for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/23/2024	Management	3	Elect Director Agenia W. Clark	For	Withhold	Withhold	Withhold	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Agenia Clark for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/23/2024	Management	4	Elect Director James (Jim) W. Cross, IV	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Agenia Clark for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/23/2024	Management	5	Elect Director James (Jimmy) L. Exum	For	For	Withhold	Withhold	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Agenia Clark for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FB Financial Corporation	05/23/2024	Management	6	Elect Director Christopher (Chris) T. Holmes	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Agenia Clark for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/23/2024	Management	7	Elect Director Orrin H. Ingram	For	For	Withhold	Withhold	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Agenia Clark for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/23/2024	Management	8	Elect Director R. Milton Johnson	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Agenia Clark for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/23/2024	Management	9	Elect Director Raja J. Jubran	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Agenia Clark for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/23/2024	Management	10	Elect Director C. Wright Pinson	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Agenia Clark for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/23/2024	Management	11	Elect Director Emily J. Reynolds	For	For	Withhold	Withhold	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Agenia Clark for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/23/2024	Management	12	Elect Director Melody J. Sullivan	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Agenia Clark for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
FB Financial Corporation	05/23/2024	Management	14	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted as the removal of the supermajority requirements would improve shareholder rights.
FB Financial Corporation	05/23/2024	Management	15	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Federal Signal Corporation	04/23/2024	Management	1	Elect Director Katrina L. Helmkamp	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Federal Signal Corporation	04/23/2024	Management	2	Elect Director Eugene J. Lowe, III	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/23/2024	Management	3	Elect Director Dennis J. Martin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/23/2024	Management	4	Elect Director Bill Owens	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/23/2024	Management	5	Elect Director Shashank Patel	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/23/2024	Management	6	Elect Director Brenda L. Reichelderfer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/23/2024	Management	7	Elect Director Jennifer L. Sherman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/23/2024	Management	8	Elect Director John L. Workman	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Federal Signal Corporation	04/23/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ferroglobe Plc	06/18/2024	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
Ferroglobe Plc	06/18/2024	Management	2	Approve Remuneration Report	For	For	For	For	
Ferroglobe Plc	06/18/2024	Management	3	Authorise UK Political Donations and Expenditure	For	For	For	For	A vote FOR this resolution is warranted because the company states that it does not intend to make overtly political payments but is making this technical proposal in order to avoid inadvertent contravention of UK legislation.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ferroglobe Plc	06/18/2024	Management	4	Authorize Market Purchase of Ordinary Shares	For	Against	Against	Against	A vote AGAINST this resolution is warranted because: * The proposed amount exceeds the recommended limit of no more than 15 percent of the issued share capital; * The company has not disclosed the maximum purchase price per share; and * The duration of the authority exceeds the maximum recommended duration of 18 months.
Ferroglobe Plc	06/18/2024	Management	5	Elect Director Javier Lopez Madrid	For	For	For	For	A vote AGAINST Audit Committee members Bruce Crockett, Marta de Amusatogui y Vergara and Belen Villalonga Morenes is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe Plc	06/18/2024	Management	6	Elect Director Marco Levi	For	For	For	For	A vote AGAINST Audit Committee members Bruce Crockett, Marta de Amusatogui y Vergara and Belen Villalonga Morenes is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe Plc	06/18/2024	Management	7	Elect Director Marta de Amusatogui y Vergara	For	Against	Against	Against	A vote AGAINST Audit Committee members Bruce Crockett, Marta de Amusatogui y Vergara and Belen Villalonga Morenes is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe Plc	06/18/2024	Management	8	Elect Director Bruce L. Crockett	For	Against	Against	Against	A vote AGAINST Audit Committee members Bruce Crockett, Marta de Amusatogui y Vergara and Belen Villalonga Morenes is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe Plc	06/18/2024	Management	9	Elect Director Stuart E. Eizenstat	For	For	For	For	A vote AGAINST Audit Committee members Bruce Crockett, Marta de Amusatogui y Vergara and Belen Villalonga Morenes is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe Plc	06/18/2024	Management	10	Elect Director Manuel Garrido y Ruano	For	For	For	For	A vote AGAINST Audit Committee members Bruce Crockett, Marta de Amusatogui y Vergara and Belen Villalonga Morenes is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe Plc	06/18/2024	Management	11	Elect Director Juan Villar-Mir de Fuentes	For	For	For	For	A vote AGAINST Audit Committee members Bruce Crockett, Marta de Amusatogui y Vergara and Belen Villalonga Morenes is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe Plc	06/18/2024	Management	12	Elect Director Belen Villalonga Morenes	For	Against	Against	Against	A vote AGAINST Audit Committee members Bruce Crockett, Marta de Amusatogui y Vergara and Belen Villalonga Morenes is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe Plc	06/18/2024	Management	13	Elect Director Silvia Villar-Mir de Fuentes	For	For	For	For	A vote AGAINST Audit Committee members Bruce Crockett, Marta de Amusatogui y Vergara and Belen Villalonga Morenes is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe Plc	06/18/2024	Management	14	Elect Director Nicolas De Santis	For	For	For	For	A vote AGAINST Audit Committee members Bruce Crockett, Marta de Amusatogui y Vergara and Belen Villalonga Morenes is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe Plc	06/18/2024	Management	15	Elect Director Rafael Barrilero Yarnoz	For	For	For	For	A vote AGAINST Audit Committee members Bruce Crockett, Marta de Amusatogui y Vergara and Belen Villalonga Morenes is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe Plc	06/18/2024	Management	16	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR these proposals is warranted.
Ferroglobe Plc	06/18/2024	Management	17	Authorize the Audit Committee to Fix Remuneration of Auditors	For	For	For	For	A vote FOR these proposals is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FG Group Holdings Inc.	02/22/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. Despite the negative initial market reaction to the sale, the exchange ratio appears reasonable, the strategic rationale appears sound, and the equity form of consideration will allow shareholders to participate in the potential upside of the combined company.
Financial Institutions, Inc.	06/05/2024	Management	1	Elect Director Dawn H. Burlew	For	For	For	For	WITHHOLD votes for Robert (Bob) Latella are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Financial Institutions, Inc.	06/05/2024	Management	2	Elect Director Robert N. Latella	For	For	Withhold	Withhold	WITHHOLD votes for Robert (Bob) Latella are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Financial Institutions, Inc.	06/05/2024	Management	3	Elect Director Mauricio F. Riveros	For	For	For	For	WITHHOLD votes for Robert (Bob) Latella are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Financial Institutions, Inc.	06/05/2024	Management	4	Elect Director Mark A. Zupan	For	For	For	For	WITHHOLD votes for Robert (Bob) Latella are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Financial Institutions, Inc.	06/05/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Financial Institutions, Inc.	06/05/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Financial Institutions, Inc.	06/05/2024	Management	7	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First American Financial Corporation	05/21/2024	Management	1	Elect Director Dennis J. Gilmore	For	For	Against	Against	Votes AGAINST non-independent nominee Dennis Gilmore are warranted for lack of majority independent board. A vote FOR the remaining director nominees is warranted.
First American Financial Corporation	05/21/2024	Management	2	Elect Director Margaret M. McCarthy	For	For	For	For	Votes AGAINST non-independent nominee Dennis Gilmore are warranted for lack of majority independent board. A vote FOR the remaining director nominees is warranted.
First American Financial Corporation	05/21/2024	Management	3	Elect Director Martha B. Wyrusch	For	For	For	For	Votes AGAINST non-independent nominee Dennis Gilmore are warranted for lack of majority independent board. A vote FOR the remaining director nominees is warranted.
First American Financial Corporation	05/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
First American Financial Corporation	05/21/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Bancorp	05/02/2024	Management	1	Elect Director Mary Clara Capel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/02/2024	Management	2	Elect Director James C. Crawford, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/02/2024	Management	3	Elect Director Suzanne S. DeFerie	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Bancorp	05/02/2024	Management	4	Elect Director Abby J. Donnelly	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/02/2024	Management	5	Elect Director Mason Y. Garrett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/02/2024	Management	6	Elect Director John B. Gould	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/02/2024	Management	7	Elect Director Michael G. Mayer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/02/2024	Management	8	Elect Director John W. McCauley	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/02/2024	Management	9	Elect Director Carlie C. McLamb, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/02/2024	Management	10	Elect Director Richard H. Moore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/02/2024	Management	11	Elect Director Dexter V. Perry	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Bancorp	05/02/2024	Management	12	Elect Director J. Randolph Potter	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/02/2024	Management	13	Elect Director O. Temple Sloan, III	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/02/2024	Management	14	Elect Director Frederick L. Taylor, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/02/2024	Management	15	Elect Director Dennis A. Wicker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Suzanne DeFerie, Frederick Taylor II and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/02/2024	Management	16	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First Bancorp	05/02/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Bancorp	05/02/2024	Management	18	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
First BanCorp.	05/23/2024	Management	1	Elect Director Juan Acosta Reboyras	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted.
First BanCorp.	05/23/2024	Management	2	Elect Director Aurelio Aleman	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted.
First BanCorp.	05/23/2024	Management	3	Elect Director Luz A. Crespo	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted.
First BanCorp.	05/23/2024	Management	4	Elect Director Tracey Dedrick	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First BanCorp.	05/23/2024	Management	5	Elect Director Patricia M. Eaves	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted.
First BanCorp.	05/23/2024	Management	6	Elect Director Daniel E. Frye	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted.
First BanCorp.	05/23/2024	Management	7	Elect Director John A. Heffern	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted.
First BanCorp.	05/23/2024	Management	8	Elect Director Roberto R. Herencia	For	For	Against	Against	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted.
First BanCorp.	05/23/2024	Management	9	Elect Director Felix M. Villamil	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted.
First BanCorp.	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
First BanCorp.	05/23/2024	Management	11	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
First BanCorp.	05/23/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Bank	04/24/2024	Management	1	Elect Director Patrick M. Ryan	For	For	For	For	WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bank	04/24/2024	Management	2	Elect Director Leslie E. Goodman	For	For	Withhold	Withhold	WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bank	04/24/2024	Management	3	Elect Director Patrick L. Ryan	For	For	For	For	WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bank	04/24/2024	Management	4	Elect Director Douglas C. Borden	For	For	For	For	WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bank	04/24/2024	Management	5	Elect Director Andrew Fish	For	For	For	For	WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bank	04/24/2024	Management	6	Elect Director Scott R. Gamble	For	For	For	For	WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Bank	04/24/2024	Management	7	Elect Director Deborah Paige Hanson	For	For	For	For	WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bank	04/24/2024	Management	8	Elect Director Glenn M. Josephs	For	For	Withhold	Withhold	WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bank	04/24/2024	Management	9	Elect Director Michael E. Salz	For	For	For	For	WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bank	04/24/2024	Management	10	Elect Director Neha Shah	For	For	For	For	WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bank	04/24/2024	Management	11	Elect Director John E. Strydesky	For	For	Withhold	Withhold	WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bank	04/24/2024	Management	12	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
First Bank	04/24/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Bank	04/24/2024	Management	14	Ratify BDO USA, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First Busey Corporation	05/22/2024	Management	1	Elect Director Samuel P. Banks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Van Dukeman, Samuel Banks, Frederic Kenney, Stephen King and Gregory Lykins are warranted for lack of a majority independent board. WITHHOLD votes for Samuel Banks, Frederic Kenney and Stephen King are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/22/2024	Management	2	Elect Director George Barr	For	For	For	For	WITHHOLD votes for non-independent nominees Van Dukeman, Samuel Banks, Frederic Kenney, Stephen King and Gregory Lykins are warranted for lack of a majority independent board. WITHHOLD votes for Samuel Banks, Frederic Kenney and Stephen King are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/22/2024	Management	3	Elect Director Stanley J. Bradshaw	For	For	For	For	WITHHOLD votes for non-independent nominees Van Dukeman, Samuel Banks, Frederic Kenney, Stephen King and Gregory Lykins are warranted for lack of a majority independent board. WITHHOLD votes for Samuel Banks, Frederic Kenney and Stephen King are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/22/2024	Management	4	Elect Director Michael D. Cassens	For	For	For	For	WITHHOLD votes for non-independent nominees Van Dukeman, Samuel Banks, Frederic Kenney, Stephen King and Gregory Lykins are warranted for lack of a majority independent board. WITHHOLD votes for Samuel Banks, Frederic Kenney and Stephen King are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/22/2024	Management	5	Elect Director Van A. Dukeman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Van Dukeman, Samuel Banks, Frederic Kenney, Stephen King and Gregory Lykins are warranted for lack of a majority independent board. WITHHOLD votes for Samuel Banks, Frederic Kenney and Stephen King are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Busey Corporation	05/22/2024	Management	6	Elect Director Karen M. Jensen	For	For	For	For	WITHHOLD votes for non-independent nominees Van Dukeman, Samuel Banks, Frederic Kenney, Stephen King and Gregory Lykins are warranted for lack of a majority independent board. WITHHOLD votes for Samuel Banks, Frederic Kenney and Stephen King are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/22/2024	Management	7	Elect Director Frederic L. Kenney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Van Dukeman, Samuel Banks, Frederic Kenney, Stephen King and Gregory Lykins are warranted for lack of a majority independent board. WITHHOLD votes for Samuel Banks, Frederic Kenney and Stephen King are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/22/2024	Management	8	Elect Director Stephen V. King	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Van Dukeman, Samuel Banks, Frederic Kenney, Stephen King and Gregory Lykins are warranted for lack of a majority independent board. WITHHOLD votes for Samuel Banks, Frederic Kenney and Stephen King are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/22/2024	Management	9	Elect Director Gregory B. Lykins	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Van Dukeman, Samuel Banks, Frederic Kenney, Stephen King and Gregory Lykins are warranted for lack of a majority independent board. WITHHOLD votes for Samuel Banks, Frederic Kenney and Stephen King are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/22/2024	Management	10	Elect Director Cassandra R. Sanford	For	For	For	For	WITHHOLD votes for non-independent nominees Van Dukeman, Samuel Banks, Frederic Kenney, Stephen King and Gregory Lykins are warranted for lack of a majority independent board. WITHHOLD votes for Samuel Banks, Frederic Kenney and Stephen King are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain modified single-trigger and excise tax gross-up change-in-control provisions.
First Busey Corporation	05/22/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Busey Corporation	05/22/2024	Management	13	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Business Financial Services, Inc.	04/26/2024	Management	1	Elect Director Laurie S. Benson	For	For	For	For	WITHHOLD votes for John Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Business Financial Services, Inc.	04/26/2024	Management	2	Elect Director Corey A. Chambas	For	For	For	For	WITHHOLD votes for John Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Business Financial Services, Inc.	04/26/2024	Management	3	Elect Director John J. Harris	For	For	Withhold	Withhold	WITHHOLD votes for John Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Business Financial Services, Inc.	04/26/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Business Financial Services, Inc.	04/26/2024	Management	5	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Commonwealth Financial Corporation	04/23/2024	Management	1	Elect Director Julie A. Caponi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/23/2024	Management	2	Elect Director Ray T. Charley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/23/2024	Management	3	Elect Director Gary R. Claus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/23/2024	Management	4	Elect Director David S. Dahlmann	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/23/2024	Management	5	Elect Director Johnston A. Glass	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/23/2024	Management	6	Elect Director Jon L. Gorney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Commonwealth Financial Corporation	04/23/2024	Management	7	Elect Director Jane Grebenc	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/23/2024	Management	8	Elect Director David W. Greenfield	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/23/2024	Management	9	Elect Director Patricia A. Husic	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/23/2024	Management	10	Elect Director Bart E. Johnson	For	For	For	For	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/23/2024	Management	11	Elect Director Luke A. Latimer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/23/2024	Management	12	Elect Director Aradhna M. Oliphant	For	For	For	For	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Commonwealth Financial Corporation	04/23/2024	Management	13	Elect Director T. Michael Price	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/23/2024	Management	14	Elect Director Robert J. Ventura	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/23/2024	Management	15	Elect Director Stephen A. Wolfe	For	For	For	For	WITHHOLD votes for non-independent nominees Jon Gorney, Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/23/2024	Management	16	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First Commonwealth Financial Corporation	04/23/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Commonwealth Financial Corporation	04/23/2024	Management	18	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
First Community Bankshares, Inc.	04/23/2024	Management	1	Elect Director C. William Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Stafford II and C. William Davis are warranted for lack of a majority independent board. WITHHOLD votes for C. William Davis are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee Chair Harriet Price for lack of racial/ethnic diversity on the board.
First Community Bankshares, Inc.	04/23/2024	Management	2	Elect Director Harriet B. Price	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Stafford II and C. William Davis are warranted for lack of a majority independent board. WITHHOLD votes for C. William Davis are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee Chair Harriet Price for lack of racial/ethnic diversity on the board.
First Community Bankshares, Inc.	04/23/2024	Management	3	Elect Director William P. Stafford, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Stafford II and C. William Davis are warranted for lack of a majority independent board. WITHHOLD votes for C. William Davis are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee Chair Harriet Price for lack of racial/ethnic diversity on the board.
First Community Bankshares, Inc.	04/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Community Bankshares, Inc.	04/23/2024	Management	5	Ratify Crowe, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Financial Bancorp.	05/28/2024	Management	1	Elect Director Anne L. Arvia	For	For	For	For	WITHHOLD votes for Cynthia Booth and William Kramer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp.	05/28/2024	Management	2	Elect Director Vincent A. Berta	For	For	For	For	WITHHOLD votes for Cynthia Booth and William Kramer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp.	05/28/2024	Management	3	Elect Director Cynthia O. Booth	For	For	Withhold	Withhold	WITHHOLD votes for Cynthia Booth and William Kramer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp.	05/28/2024	Management	4	Elect Director Archie M. Brown	For	For	For	For	WITHHOLD votes for Cynthia Booth and William Kramer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp.	05/28/2024	Management	5	Elect Director Claude E. Davis	For	For	For	For	WITHHOLD votes for Cynthia Booth and William Kramer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp.	05/28/2024	Management	6	Elect Director William J. Kramer	For	For	Withhold	Withhold	WITHHOLD votes for Cynthia Booth and William Kramer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp.	05/28/2024	Management	7	Elect Director Dawn C. Morris	For	For	For	For	WITHHOLD votes for Cynthia Booth and William Kramer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp.	05/28/2024	Management	8	Elect Director Thomas M. O'Brien	For	For	For	For	WITHHOLD votes for Cynthia Booth and William Kramer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp.	05/28/2024	Management	9	Elect Director Andre T. Porter	For	For	For	For	WITHHOLD votes for Cynthia Booth and William Kramer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp.	05/28/2024	Management	10	Elect Director Maribeth S. Rahe	For	For	For	For	WITHHOLD votes for Cynthia Booth and William Kramer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp.	05/28/2024	Management	11	Elect Director Gary W. Warzala	For	For	For	For	WITHHOLD votes for Cynthia Booth and William Kramer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp.	05/28/2024	Management	12	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Financial Bancorp.	05/28/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Financial Corporation	04/17/2024	Management	1	Elect Director Thomas T. Dinkel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman L. Lowery, Thomas Dinkel and William Voges are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Dinkel and William Voges are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Corporation	04/17/2024	Management	2	Elect Director Susan M. Jensen	For	For	For	For	WITHHOLD votes for non-independent nominees Norman L. Lowery, Thomas Dinkel and William Voges are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Dinkel and William Voges are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Financial Corporation	04/17/2024	Management	3	Elect Director Norman L. Lowery	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman L. Lowery, Thomas Dinkel and William Voges are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Dinkel and William Voges are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Corporation	04/17/2024	Management	4	Elect Director James O. McDonald	For	For	For	For	WITHHOLD votes for non-independent nominees Norman L. Lowery, Thomas Dinkel and William Voges are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Dinkel and William Voges are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Corporation	04/17/2024	Management	5	Elect Director Thomas C. Martin	For	For	For	For	WITHHOLD votes for non-independent nominees Norman L. Lowery, Thomas Dinkel and William Voges are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Dinkel and William Voges are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Corporation	04/17/2024	Management	6	Elect Director William J. Voges	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman L. Lowery, Thomas Dinkel and William Voges are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Dinkel and William Voges are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Corporation	04/17/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Financial Corporation	04/17/2024	Management	8	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Financial Northwest, Inc.	05/23/2024	Management	1	Elect Director Diane C. Davis	For	For	For	For	A vote FOR the director nominees is warranted.
First Financial Northwest, Inc.	05/23/2024	Management	2	Elect Director Richard P. Jacobson	For	For	For	For	A vote FOR the director nominees is warranted.
First Financial Northwest, Inc.	05/23/2024	Management	3	Elect Director Ralph C. Sabin	For	For	For	For	A vote FOR the director nominees is warranted.
First Financial Northwest, Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Financial Northwest, Inc.	05/23/2024	Management	5	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Foundation Inc.	05/28/2024	Management	1	Elect Director Max A. Briggs	For	For	Against	Against	Votes AGAINST non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, Max Briggs, John Hakopian, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are warranted for lack of a majority independent board. Votes AGAINST Max Briggs, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Foundation Inc.	05/28/2024	Management	2	Elect Director John A. Hakopian	For	For	Against	Against	Votes AGAINST non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, Max Briggs, John Hakopian, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are warranted for lack of a majority independent board. Votes AGAINST Max Briggs, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Foundation Inc.	05/28/2024	Management	3	Elect Director Scott F. Kavanaugh	For	For	Against	Against	Votes AGAINST non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, Max Briggs, John Hakopian, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are warranted for lack of a majority independent board. Votes AGAINST Max Briggs, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Foundation Inc.	05/28/2024	Management	4	Elect Director Ulrich E. Keller, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, Max Briggs, John Hakopian, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are warranted for lack of a majority independent board. Votes AGAINST Max Briggs, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Foundation Inc.	05/28/2024	Management	5	Elect Director David G. Lake	For	For	For	For	Votes AGAINST non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, Max Briggs, John Hakopian, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are warranted for lack of a majority independent board. Votes AGAINST Max Briggs, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Foundation Inc.	05/28/2024	Management	6	Elect Director Elizabeth A. Pagliarini	For	For	For	For	Votes AGAINST non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, Max Briggs, John Hakopian, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are warranted for lack of a majority independent board. Votes AGAINST Max Briggs, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Foundation Inc.	05/28/2024	Management	7	Elect Director Mitchell M. Rosenberg	For	For	Against	Against	Votes AGAINST non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, Max Briggs, John Hakopian, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are warranted for lack of a majority independent board. Votes AGAINST Max Briggs, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Foundation Inc.	05/28/2024	Management	8	Elect Director Diane M. Rubin	For	For	For	For	Votes AGAINST non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, Max Briggs, John Hakopian, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are warranted for lack of a majority independent board. Votes AGAINST Max Briggs, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Foundation Inc.	05/28/2024	Management	9	Elect Director Jacob P. Sonenshine	For	For	Against	Against	Votes AGAINST non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, Max Briggs, John Hakopian, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are warranted for lack of a majority independent board. Votes AGAINST Max Briggs, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Foundation Inc.	05/28/2024	Management	10	Elect Director Gabriel V. Vazquez	For	For	For	For	Votes AGAINST non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, Max Briggs, John Hakopian, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are warranted for lack of a majority independent board. Votes AGAINST Max Briggs, Mitchell (Mitch) Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Foundation Inc.	05/28/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
First Foundation Inc.	05/28/2024	Management	12	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
First Foundation Inc.	05/28/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Hawaiian, Inc.	04/24/2024	Management	1	Elect Director Michael K. Fujimoto	For	For	Against	Against	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	2	Elect Director Robert S. Harrison	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	3	Elect Director Faye W. Kurren	For	For	Against	Against	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	4	Elect Director James S. Moffatt	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	5	Elect Director Mark M. Mugiishi	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	6	Elect Director Kelly A. Thompson	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	7	Elect Director Allen B. Uyeda	For	For	Against	Against	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	8	Elect Director Vanessa L. Washington	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	9	Elect Director C. Scott Wo	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Hawaiian, Inc.	04/24/2024	Management	11	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Hawaiian, Inc.	04/24/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Horizon Corporation	04/23/2024	Management	1	Elect Director Harry V. Barton, Jr.	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	2	Elect Director Velia M. Carboni	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	3	Elect Director John C. Compton	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	4	Elect Director Wendy P. Davidson	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	5	Elect Director John W. Dietrich	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Horizon Corporation	04/23/2024	Management	6	Elect Director D. Bryan Jordan	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	7	Elect Director J. Michael Kemp, Sr.	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	8	Elect Director Rick E. Maples	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	9	Elect Director Vicki R. Palmer	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	10	Elect Director Colin V. Reed	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	11	Elect Director Cecelia D. Stewart	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	12	Elect Director Rosa Sugranes	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	13	Elect Director R. Eugene Taylor	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Horizon Corporation	04/23/2024	Management	15	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
First Horizon Corporation	04/23/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
First Internet Bancorp	05/20/2024	Management	1	Elect Director Aasif M. Bade	For	For	For	For	WITHHOLD votes for John Keach Jr. and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/20/2024	Management	2	Elect Director David B. Becker	For	For	For	For	WITHHOLD votes for John Keach Jr. and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/20/2024	Management	3	Elect Director Justin P. Christian	For	For	For	For	WITHHOLD votes for John Keach Jr. and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/20/2024	Management	4	Elect Director Ann Colussi Dee	For	For	For	For	WITHHOLD votes for John Keach Jr. and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/20/2024	Management	5	Elect Director Joseph A. Fenech	For	For	For	For	WITHHOLD votes for John Keach Jr. and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/20/2024	Management	6	Elect Director John K. Keach, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for John Keach Jr. and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Internet Bancorp	05/20/2024	Management	7	Elect Director Michele "Mel" Raines	For	For	For	For	WITHHOLD votes for John Keach Jr. and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/20/2024	Management	8	Elect Director Jean L. Wojtowicz	For	For	Withhold	Withhold	WITHHOLD votes for John Keach Jr. and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/20/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change in control provision.
First Internet Bancorp	05/20/2024	Management	10	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Interstate BancSystem, Inc.	05/20/2024	Management	1	Elect Director John M. Heyneman, Jr.	For	For	For	For	Votes AGAINST David (Dave) Jahnke and James Scott are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Interstate BancSystem, Inc.	05/20/2024	Management	2	Elect Director David L. Jahnke	For	For	Against	Against	Votes AGAINST David (Dave) Jahnke and James Scott are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Interstate BancSystem, Inc.	05/20/2024	Management	3	Elect Director Kevin P. Riley	For	For	For	For	Votes AGAINST David (Dave) Jahnke and James Scott are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Interstate BancSystem, Inc.	05/20/2024	Management	4	Elect Director James R. Scott	For	For	Against	Against	Votes AGAINST David (Dave) Jahnke and James Scott are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Interstate BancSystem, Inc.	05/20/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
First Interstate BancSystem, Inc.	05/20/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Interstate BancSystem, Inc.	05/20/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
First Merchants Corporation	05/07/2024	Management	1	Elect Director Michael R. Becher	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Hardwick, Michael Becher and Patrick (Pat) Fehring Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Becher are also warranted for serving as a non-independent member of a key board committee. A vote FOR Jason R. Sondhi is warranted.
First Merchants Corporation	05/07/2024	Management	2	Elect Director Patrick J. Fehring	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Hardwick, Michael Becher and Patrick (Pat) Fehring Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Becher are also warranted for serving as a non-independent member of a key board committee. A vote FOR Jason R. Sondhi is warranted.
First Merchants Corporation	05/07/2024	Management	3	Elect Director Mark K. Hardwick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Hardwick, Michael Becher and Patrick (Pat) Fehring Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Becher are also warranted for serving as a non-independent member of a key board committee. A vote FOR Jason R. Sondhi is warranted.
First Merchants Corporation	05/07/2024	Management	4	Elect Director Jason R. Sondhi	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Hardwick, Michael Becher and Patrick (Pat) Fehring Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Becher are also warranted for serving as a non-independent member of a key board committee. A vote FOR Jason R. Sondhi is warranted.
First Merchants Corporation	05/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Merchants Corporation	05/07/2024	Management	6	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows options to be priced at less than 100 percent of the fair market value. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
First Merchants Corporation	05/07/2024	Management	7	Approve Non-Employee Director Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
First Merchants Corporation	05/07/2024	Management	8	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
First Merchants Corporation	05/07/2024	Management	9	Amend Articles of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as providing shareholders the ability to amend the bylaws would represent an enhancement of shareholder rights.
First Merchants Corporation	05/07/2024	Management	10	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
First Merchants Corporation	05/07/2024	Management	11	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted as a majority vote standard in uncontested director elections would provide shareholders with a more meaningful voice while improving director accountability.
First Merchants Corporation	05/07/2024	Management	12	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Merchants Corporation	05/07/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Mid Bancshares, Inc.	04/24/2024	Management	1	Elect Director Holly B. Adams	For	For	Withhold	Withhold	WITHHOLD votes for Holly Adams (Holly A. Bailey) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Holly Adams (Holly A. Bailey) and Zachary (Zak) Horn are warranted for neglecting to include auditor ratification on the proxy ballot.
First Mid Bancshares, Inc.	04/24/2024	Management	2	Elect Director Joseph R. Dively	For	For	For	For	WITHHOLD votes for Holly Adams (Holly A. Bailey) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Holly Adams (Holly A. Bailey) and Zachary (Zak) Horn are warranted for neglecting to include auditor ratification on the proxy ballot.
First Mid Bancshares, Inc.	04/24/2024	Management	3	Elect Director Zachary I. Horn	For	For	Withhold	Withhold	WITHHOLD votes for Holly Adams (Holly A. Bailey) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Holly Adams (Holly A. Bailey) and Zachary (Zak) Horn are warranted for neglecting to include auditor ratification on the proxy ballot.
First Northwest Bancorp	05/30/2024	Management	1	Elect Director Sherilyn G. Anderson	For	For	For	For	WITHHOLD votes for Cindy Finnie, Norman Tonina Jr. and Jennifer Zaccardo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/30/2024	Management	2	Elect Director Dana D. Behar	For	For	For	For	WITHHOLD votes for Cindy Finnie, Norman Tonina Jr. and Jennifer Zaccardo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/30/2024	Management	3	Elect Director Sean P. Brennan	For	For	For	For	WITHHOLD votes for Cindy Finnie, Norman Tonina Jr. and Jennifer Zaccardo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/30/2024	Management	4	Elect Director Craig A. Curtis	For	For	For	For	WITHHOLD votes for Cindy Finnie, Norman Tonina Jr. and Jennifer Zaccardo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/30/2024	Management	5	Elect Director Matthew P. Deines	For	For	For	For	WITHHOLD votes for Cindy Finnie, Norman Tonina Jr. and Jennifer Zaccardo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Northwest Bancorp	05/30/2024	Management	6	Elect Director Cindy H. Finnie	For	For	Withhold	Withhold	WITHHOLD votes for Cindy Finnie, Norman Tonina Jr. and Jennifer Zaccardo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/30/2024	Management	7	Elect Director Gabriel S. Galanda	For	For	For	For	WITHHOLD votes for Cindy Finnie, Norman Tonina Jr. and Jennifer Zaccardo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/30/2024	Management	8	Elect Director Lynn A. Terwoerds	For	For	For	For	WITHHOLD votes for Cindy Finnie, Norman Tonina Jr. and Jennifer Zaccardo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/30/2024	Management	9	Elect Director Norman J. Tonina, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Cindy Finnie, Norman Tonina Jr. and Jennifer Zaccardo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/30/2024	Management	10	Elect Director Jennifer Zaccardo	For	For	Withhold	Withhold	WITHHOLD votes for Cindy Finnie, Norman Tonina Jr. and Jennifer Zaccardo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/30/2024	Management	11	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
First Northwest Bancorp	05/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Northwest Bancorp	05/30/2024	Management	13	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First United Corporation	05/09/2024	Management	1	Elect Director John F. Barr	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/09/2024	Management	2	Elect Director Brian R. Boal	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/09/2024	Management	3	Elect Director Sanu B. Chadha	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/09/2024	Management	4	Elect Director Christy M. DiPietro	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/09/2024	Management	5	Elect Director Kevin R. Hessler	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/09/2024	Management	6	Elect Director Patricia A. Milon	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/09/2024	Management	7	Elect Director Beth E. Moran	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/09/2024	Management	8	Elect Director Carissa L. Rodeheaver	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/09/2024	Management	9	Elect Director I. Robert Rudy	For	For	Against	Against	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/09/2024	Management	10	Elect Director Marisa A. Shockley	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/09/2024	Management	11	Elect Director H. Andrew Walls, III	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/09/2024	Management	12	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
First United Corporation	05/09/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First United Corporation	05/09/2024	Management	14	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First United Corporation	05/09/2024	Management	15	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as all items warrant shareholder support.
First Watch Restaurant Group, Inc.	05/22/2024	Management	1	Elect Director Ralph Alvarez	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Audit Committee member Ralph (Raul) Alvarez given the persistence of material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes are warranted for Governance Committee member Ralph (Raul) Alvarez given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
First Watch Restaurant Group, Inc.	05/22/2024	Management	2	Elect Director Tricia Glynn	For	For	For	For	WITHHOLD votes are warranted for Audit Committee member Ralph (Raul) Alvarez given the persistence of material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes are warranted for Governance Committee member Ralph (Raul) Alvarez given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
First Watch Restaurant Group, Inc.	05/22/2024	Management	3	Elect Director Christopher A. Tomasso	For	For	For	For	WITHHOLD votes are warranted for Audit Committee member Ralph (Raul) Alvarez given the persistence of material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes are warranted for Governance Committee member Ralph (Raul) Alvarez given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
First Watch Restaurant Group, Inc.	05/22/2024	Management	4	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Moreover, the company is de facto controlled and decisions regarding the company's response to shareholder litigation would be made by a board with limited accountability to public shareholders.
First Watch Restaurant Group, Inc.	05/22/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Western Financial, Inc.	06/05/2024	Management	1	Elect Director Julie A. Caponi	For	For	For	For	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Thomas Gart, Patrick Hamill and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/05/2024	Management	2	Elect Director Julie A. Courkamp	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Thomas Gart, Patrick Hamill and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/05/2024	Management	3	Elect Director David R. Duncan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Thomas Gart, Patrick Hamill and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Western Financial, Inc.	06/05/2024	Management	4	Elect Director Thomas A. Gart	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Thomas Gart, Patrick Hamill and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/05/2024	Management	5	Elect Director Patrick H. Hamill	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Thomas Gart, Patrick Hamill and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/05/2024	Management	6	Elect Director Luke A. Latimer	For	For	For	For	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Thomas Gart, Patrick Hamill and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/05/2024	Management	7	Elect Director Scott C. Mitchell	For	For	For	For	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Thomas Gart, Patrick Hamill and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/05/2024	Management	8	Elect Director Ellen S. Robinson	For	For	For	For	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Thomas Gart, Patrick Hamill and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/05/2024	Management	9	Elect Director Mark L. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Thomas Gart, Patrick Hamill and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/05/2024	Management	10	Elect Director Scott C. Wylie	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Thomas Gart, Patrick Hamill and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/05/2024	Management	11	Elect Director Joseph C. Zimlich	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Thomas Gart, Patrick Hamill and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/05/2024	Management	12	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Western Financial, Inc.	06/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
First Western Financial, Inc.	06/05/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FirstCash Holdings, Inc.	06/12/2024	Management	1	Elect Director Rick L. Wessel	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Rick Wessel and Douglas (Doug) Rippel are warranted for lack of a majority independent board. Votes AGAINST incumbent director nominees Rick Wessel, James Graves and Douglas (Doug) Rippel are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
FirstCash Holdings, Inc.	06/12/2024	Management	2	Elect Director James H. Graves	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Wessel and Douglas (Doug) Rippel are warranted for lack of a majority independent board. Votes AGAINST incumbent director nominees Rick Wessel, James Graves and Douglas (Doug) Rippel are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
FirstCash Holdings, Inc.	06/12/2024	Management	3	Elect Director Douglas R. Rippel	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Rick Wessel and Douglas (Doug) Rippel are warranted for lack of a majority independent board. Votes AGAINST incumbent director nominees Rick Wessel, James Graves and Douglas (Doug) Rippel are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
FirstCash Holdings, Inc.	06/12/2024	Management	4	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FirstCash Holdings, Inc.	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Five Point Holdings, LLC	05/22/2024	Management	1	Elect Director Evan Carruthers	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stuart Miller, Evan Carruthers, and Emile Haddad are warranted for lack of a majority independent board. WITHHOLD votes for Evan Carruthers are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Stuart Miller are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Jonathan (Jon) Foster is warranted.
Five Point Holdings, LLC	05/22/2024	Management	2	Elect Director Jonathan Foster	For	For	For	For	WITHHOLD votes for non-independent nominees Stuart Miller, Evan Carruthers, and Emile Haddad are warranted for lack of a majority independent board. WITHHOLD votes for Evan Carruthers are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Stuart Miller are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Jonathan (Jon) Foster is warranted.
Five Point Holdings, LLC	05/22/2024	Management	3	Elect Director Emile Haddad	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stuart Miller, Evan Carruthers, and Emile Haddad are warranted for lack of a majority independent board. WITHHOLD votes for Evan Carruthers are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Stuart Miller are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Jonathan (Jon) Foster is warranted.
Five Point Holdings, LLC	05/22/2024	Management	4	Elect Director Stuart A. Miller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stuart Miller, Evan Carruthers, and Emile Haddad are warranted for lack of a majority independent board. WITHHOLD votes for Evan Carruthers are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Stuart Miller are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Jonathan (Jon) Foster is warranted.
Five Point Holdings, LLC	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Five Point Holdings, LLC	05/22/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Five Star Bancorp	05/16/2024	Management	1	Elect Director Larry E. Allbaugh	For	For	Withhold	Withhold	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Five Star Bancorp	05/16/2024	Management	2	Elect Director James E. Beckwith	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/16/2024	Management	3	Elect Director Shannon Deary-Bell	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/16/2024	Management	4	Elect Director Warren P. Kashiwagi	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/16/2024	Management	5	Elect Director Donna L. Lucas	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/16/2024	Management	6	Elect Director David F. Nickum	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/16/2024	Management	7	Elect Director Robert T. Perry-Smith	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/16/2024	Management	8	Elect Director Kevin F. Ramos	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/16/2024	Management	9	Elect Director Randall E. Reynoso	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/16/2024	Management	10	Elect Director Judson T. Riggs	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/16/2024	Management	11	Elect Director Leigh A. White	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/16/2024	Management	12	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Five9, Inc.	05/14/2024	Management	1	Elect Director Michael Burdick	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Michael Burdick and Julie Iskow due to board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Five9, Inc.	05/14/2024	Management	2	Elect Director Julie Iskow	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Michael Burdick and Julie Iskow due to board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Five9, Inc.	05/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although a pay-for-performance misalignment is mitigated for the year in review, the compensation committee was not fully responsive to shareholder concerns following a low say-on-pay vote result. In particular, shareholders noted concerns regarding one-time grants given to the CEO and other NEO grants in FY22, yet the compensation committee did not provide any safeguards or assurances regarding any potential future grants going forward, though it is noted that some positive changes were made to the annual pay programs in response to shareholder feedback.
Five9, Inc.	05/14/2024	Management	4	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Five9, Inc.	05/14/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flowers Foods, Inc.	05/23/2024	Management	1	Elect Director A. Ryals McMullian	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Flowers Foods, Inc.	05/23/2024	Management	2	Elect Director Edward J. Casey, Jr.	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	3	Elect Director Thomas C. Chubb, III	For	For	Against	Against	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	4	Elect Director George E. Deese	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	5	Elect Director Rhonda O. Gass	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	6	Elect Director Brigitte H. King	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	7	Elect Director Margaret G. Lewis	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	8	Elect Director W. Jameson McFadden	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	9	Elect Director Joanne D. Smith	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	10	Elect Director James T. Spear	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	11	Elect Director Melvin T. Stith	For	For	Against	Against	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Flowers Foods, Inc.	05/23/2024	Management	12	Elect Director C. Martin Wood, III	For	For	Against	Against	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Flowers Foods, Inc.	05/23/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flowserve Corporation	05/16/2024	Management	1	Elect Director R. Scott Rowe	For	For	For	For	Votes AGAINST Gayla Dely are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	2	Elect Director Sujeet Chand	For	For	For	For	Votes AGAINST Gayla Dely are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	3	Elect Director Ruby R. Chandy	For	For	For	For	Votes AGAINST Gayla Dely are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	4	Elect Director Gayla J. Dely	For	For	Against	Against	Votes AGAINST Gayla Dely are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	5	Elect Director John L. Garrison	For	For	For	For	Votes AGAINST Gayla Dely are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	6	Elect Director Cheryl H. Johnson	For	For	For	For	Votes AGAINST Gayla Dely are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	7	Elect Director Michael C. McMurray	For	For	For	For	Votes AGAINST Gayla Dely are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	8	Elect Director Thomas B. Okray	For	For	For	For	Votes AGAINST Gayla Dely are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	9	Elect Director David E. Roberts	For	For	For	For	Votes AGAINST Gayla Dely are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	10	Elect Director Kenneth I. Siegel	For	For	For	For	Votes AGAINST Gayla Dely are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	11	Elect Director Carlyn R. Taylor	For	For	For	For	Votes AGAINST Gayla Dely are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Flowserve Corporation	05/16/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flowserve Corporation	05/16/2024	Management	14	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable employer contribution, and has reasonable limits on employee contributions.
Flowserve Corporation	05/16/2024	Shareholder	15	Report on Political Contributions and Expenditures	Against	Against	For	For	A vote FOR this proposal is warranted, as the requested report would further bolster the company's stated values and efforts, and would enable shareholders to have a more comprehensive understanding of how the company oversees and manages related risks.
Fluor Corporation	05/01/2024	Management	1	Elect Director Alan M. Bennett	For	For	Against	Against	Votes AGAINST Alan Bennett, Rosemary Berkery and Armando Olivera are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/01/2024	Management	2	Elect Director Rosemary T. Berkery	For	For	Against	Against	Votes AGAINST Alan Bennett, Rosemary Berkery and Armando Olivera are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fluor Corporation	05/01/2024	Management	3	Elect Director David E. Constable	For	For	For	For	Votes AGAINST Alan Bennett, Rosemary Berkery and Armando Olivera are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/01/2024	Management	4	Elect Director H. Paulett Eberhart	For	For	For	For	Votes AGAINST Alan Bennett, Rosemary Berkery and Armando Olivera are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/01/2024	Management	5	Elect Director Lisa Glatch	For	For	For	For	Votes AGAINST Alan Bennett, Rosemary Berkery and Armando Olivera are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/01/2024	Management	6	Elect Director James T. Hackett	For	For	For	For	Votes AGAINST Alan Bennett, Rosemary Berkery and Armando Olivera are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/01/2024	Management	7	Elect Director Thomas C. Leppert	For	For	For	For	Votes AGAINST Alan Bennett, Rosemary Berkery and Armando Olivera are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/01/2024	Management	8	Elect Director Teri P. McClure	For	For	For	For	Votes AGAINST Alan Bennett, Rosemary Berkery and Armando Olivera are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/01/2024	Management	9	Elect Director Armando J. Olivera	For	For	Against	Against	Votes AGAINST Alan Bennett, Rosemary Berkery and Armando Olivera are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/01/2024	Management	10	Elect Director Matthew K. Rose	For	For	For	For	Votes AGAINST Alan Bennett, Rosemary Berkery and Armando Olivera are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Fluor Corporation	05/01/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flushing Financial Corporation	05/29/2024	Management	1	Elect Director Michael A. Azarian	For	For	For	For	Votes AGAINST non-independent nominees Steven D'Iorio, Louis Grassi and Sam Han are warranted for lack of a majority independent board. Votes AGAINST Steven D'Iorio, Louis Grassi and Sam Han are also warranted for serving as non-independent members of a key board committee. A vote FOR Michael A. Azarian is warranted.
Flushing Financial Corporation	05/29/2024	Management	2	Elect Director Steven J. D'Iorio	For	For	Against	Against	Votes AGAINST non-independent nominees Steven D'Iorio, Louis Grassi and Sam Han are warranted for lack of a majority independent board. Votes AGAINST Steven D'Iorio, Louis Grassi and Sam Han are also warranted for serving as non-independent members of a key board committee. A vote FOR Michael A. Azarian is warranted.
Flushing Financial Corporation	05/29/2024	Management	3	Elect Director Louis C. Grassi	For	For	Against	Against	Votes AGAINST non-independent nominees Steven D'Iorio, Louis Grassi and Sam Han are warranted for lack of a majority independent board. Votes AGAINST Steven D'Iorio, Louis Grassi and Sam Han are also warranted for serving as non-independent members of a key board committee. A vote FOR Michael A. Azarian is warranted.
Flushing Financial Corporation	05/29/2024	Management	4	Elect Director Sam S. Han	For	For	Against	Against	Votes AGAINST non-independent nominees Steven D'Iorio, Louis Grassi and Sam Han are warranted for lack of a majority independent board. Votes AGAINST Steven D'Iorio, Louis Grassi and Sam Han are also warranted for serving as non-independent members of a key board committee. A vote FOR Michael A. Azarian is warranted.
Flushing Financial Corporation	05/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision, and the auto-accelerated vesting of equity upon a change in control.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Flushing Financial Corporation	05/29/2024	Management	6	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
Flushing Financial Corporation	05/29/2024	Management	7	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flywire Corporation	06/04/2024	Management	1	Elect Director Phillip Riese	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee members Phillip Riese and Edwin Santos given that the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Flywire Corporation	06/04/2024	Management	2	Elect Director Edwin Santos	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee members Phillip Riese and Edwin Santos given that the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Flywire Corporation	06/04/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Flywire Corporation	06/04/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Fonar Corporation	05/20/2024	Management	1	Elect Director Timothy R. Damadian	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Damadian, Claudette Chan and Ronald Lehman are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Ronald Lehman are also warranted for serving as a non-independent member of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Timothy Damadian, Claudette Chan, Ronald Lehman, Jessica Maher, and Richard Turk are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Timothy Damadian are further warranted as his ownership of the supervoting shares provide him voting power control of the company.
Fonar Corporation	05/20/2024	Management	2	Elect Director Claudette J. V. Chan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Damadian, Claudette Chan and Ronald Lehman are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Ronald Lehman are also warranted for serving as a non-independent member of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Timothy Damadian, Claudette Chan, Ronald Lehman, Jessica Maher, and Richard Turk are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Timothy Damadian are further warranted as his ownership of the supervoting shares provide him voting power control of the company.
Fonar Corporation	05/20/2024	Management	3	Elect Director Ronald G. Lehman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Damadian, Claudette Chan and Ronald Lehman are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Ronald Lehman are also warranted for serving as a non-independent member of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Timothy Damadian, Claudette Chan, Ronald Lehman, Jessica Maher, and Richard Turk are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Timothy Damadian are further warranted as his ownership of the supervoting shares provide him voting power control of the company.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fonar Corporation	05/20/2024	Management	4	Elect Director Richard E. Turk	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Damadian, Claudette Chan and Ronald Lehman are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Ronald Lehman are also warranted for serving as a non-independent member of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Timothy Damadian, Claudette Chan, Ronald Lehman, Jessica Maher, and Richard Turk are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Timothy Damadian are further warranted as his ownership of the supervoting shares provide him voting power control of the company.
Fonar Corporation	05/20/2024	Management	5	Elect Director Jessica Maher	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Damadian, Claudette Chan and Ronald Lehman are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Ronald Lehman are also warranted for serving as a non-independent member of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Timothy Damadian, Claudette Chan, Ronald Lehman, Jessica Maher, and Richard Turk are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Timothy Damadian are further warranted as his ownership of the supervoting shares provide him voting power control of the company.
Fonar Corporation	05/20/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Fonar Corporation	05/20/2024	Management	7	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fonar Corporation	05/20/2024	Management	8	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fonar Corporation	05/20/2024	Management	9	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Forestar Group, Inc.	01/16/2024	Management	1	Elect Director Samuel R. Fuller	For	For	For	For	Votes AGAINST Nominating Committee chair G.F. (Rick) Ringler III are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Forestar Group, Inc.	01/16/2024	Management	2	Elect Director Lisa H. Jamieson	For	For	For	For	Votes AGAINST Nominating Committee chair G.F. (Rick) Ringler III are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Forestar Group, Inc.	01/16/2024	Management	3	Elect Director Elizabeth (Betsy) Parmer	For	For	For	For	Votes AGAINST Nominating Committee chair G.F. (Rick) Ringler III are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Forestar Group, Inc.	01/16/2024	Management	4	Elect Director G.F. (Rick) Ringler, III	For	Against	Against	Against	Votes AGAINST Nominating Committee chair G.F. (Rick) Ringler III are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Forestar Group, Inc.	01/16/2024	Management	5	Elect Director Donald J. Tomnitz	For	For	For	For	Votes AGAINST Nominating Committee chair G.F. (Rick) Ringler III are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Forestar Group, Inc.	01/16/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Forestar Group, Inc.	01/16/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FormFactor, Inc.	05/17/2024	Management	1	Elect Director Kevin Brewer	For	For	For	For	A vote FOR the director nominees is warranted.
FormFactor, Inc.	05/17/2024	Management	2	Elect Director Rebeca Obregon-Jimenez	For	For	For	For	A vote FOR the director nominees is warranted.
FormFactor, Inc.	05/17/2024	Management	3	Elect Director Sheri Rhodes	For	For	For	For	A vote FOR the director nominees is warranted.
FormFactor, Inc.	05/17/2024	Management	4	Elect Director Michael D. Slessor	For	For	For	For	A vote FOR the director nominees is warranted.
FormFactor, Inc.	05/17/2024	Management	5	Elect Director Thomas St. Dennis	For	For	For	For	A vote FOR the director nominees is warranted.
FormFactor, Inc.	05/17/2024	Management	6	Elect Director Kelley Steven-Waiss	For	For	For	For	A vote FOR the director nominees is warranted.
FormFactor, Inc.	05/17/2024	Management	7	Elect Director Jorge Titinger	For	For	For	For	A vote FOR the director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FormFactor, Inc.	05/17/2024	Management	8	Elect Director Brian White	For	For	For	For	A vote FOR the director nominees is warranted.
FormFactor, Inc.	05/17/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
FormFactor, Inc.	05/17/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Forrester Research, Inc.	05/14/2024	Management	1	Elect Director David Boyce	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/14/2024	Management	2	Elect Director Neil Bradford	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/14/2024	Management	3	Elect Director George F. Colony	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/14/2024	Management	4	Elect Director Anthony Friscia	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/14/2024	Management	5	Elect Director Robert M. Galford	For	For	Withhold	Withhold	WITHHOLD votes for Robert (Rob) Galford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/14/2024	Management	6	Elect Director Warren Romine	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/14/2024	Management	7	Elect Director Yvonne Wassenaar	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/14/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Forrester Research, Inc.	05/14/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Fortitude Gold Corporation	05/22/2024	Management	1	Elect Director Jason D. Reid	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jason Reid are warranted for lack of a majority independent board, for serving as a non-independent member of a key board committee, and for the company's lack of formal compensation and nominating committees. WITHHOLD votes are warranted for chairman of the board Bill Conrad for failing to establish gender diversity on the board.
Fortitude Gold Corporation	05/22/2024	Management	2	Elect Director Bill M. Conrad	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jason Reid are warranted for lack of a majority independent board, for serving as a non-independent member of a key board committee, and for the company's lack of formal compensation and nominating committees. WITHHOLD votes are warranted for chairman of the board Bill Conrad for failing to establish gender diversity on the board.
Fortitude Gold Corporation	05/22/2024	Management	3	Ratify Haynie & Company as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Forum Energy Technologies, Inc.	05/10/2024	Management	1	Elect Director Michael McShane	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Michael McShane are warranted for lack of a majority independent board. WITHHOLD votes for Michael McShane are also warranted for serving as a non-independent member of a key board committee. A vote FOR Paul E. Rowsey, III is warranted.
Forum Energy Technologies, Inc.	05/10/2024	Management	2	Elect Director Paul E. Rowsey, III	For	For	For	For	WITHHOLD votes for non-independent nominee Michael McShane are warranted for lack of a majority independent board. WITHHOLD votes for Michael McShane are also warranted for serving as a non-independent member of a key board committee. A vote FOR Paul E. Rowsey, III is warranted.
Forum Energy Technologies, Inc.	05/10/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Forum Energy Technologies, Inc.	05/10/2024	Management	4	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Forum Energy Technologies, Inc.	05/10/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Forward Air Corporation	06/03/2024	Management	1	Approve Issuance of Shares for a Private Placement	For	For	For	For	A vote FOR this proposal is warranted as approval would facilitate certain obligations from a previously completed acquisition and there is downside risk of non-approval.
Forward Air Corporation	06/03/2024	Management	2	Elect Director Ana B. Amicarella	For	For	For	For	A vote FOR all director nominees is warranted.
Forward Air Corporation	06/03/2024	Management	3	Elect Director Charles L. Anderson	For	For	For	For	A vote FOR all director nominees is warranted.
Forward Air Corporation	06/03/2024	Management	4	Elect Director Valerie A. Bonebrake	For	For	For	For	A vote FOR all director nominees is warranted.
Forward Air Corporation	06/03/2024	Management	5	Elect Director Dale W. Boyles	For	For	For	For	A vote FOR all director nominees is warranted.
Forward Air Corporation	06/03/2024	Management	6	Elect Director R. Craig Carlock	For	For	For	For	A vote FOR all director nominees is warranted.
Forward Air Corporation	06/03/2024	Management	7	Elect Director Robert L. Edwards, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Forward Air Corporation	06/03/2024	Management	8	Elect Director Christine M. Gorjanc	For	For	For	For	A vote FOR all director nominees is warranted.
Forward Air Corporation	06/03/2024	Management	9	Elect Director Michael B. Hodge	For	For	For	For	A vote FOR all director nominees is warranted.
Forward Air Corporation	06/03/2024	Management	10	Elect Director George S. Mayes, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Forward Air Corporation	06/03/2024	Management	11	Elect Director Javier Polit	For	For	For	For	A vote FOR all director nominees is warranted.
Forward Air Corporation	06/03/2024	Management	12	Elect Director Shawn Stewart	For	For	For	For	A vote FOR all director nominees is warranted.
Forward Air Corporation	06/03/2024	Management	13	Elect Director Laurie A. Tucker	For	For	For	For	A vote FOR all director nominees is warranted.
Forward Air Corporation	06/03/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Forward Air Corporation	06/03/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Forward Air Corporation	06/03/2024	Management	16	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fox Factory Holding Corp.	05/03/2024	Management	1	Elect Director Michael C. Dennison	For	For	For	For	A vote FOR all director nominees is warranted.
Fox Factory Holding Corp.	05/03/2024	Management	2	Elect Director Sidney Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Fox Factory Holding Corp.	05/03/2024	Management	3	Elect Director Ted D. Waitman	For	For	For	For	A vote FOR all director nominees is warranted.
Fox Factory Holding Corp.	05/03/2024	Management	4	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fox Factory Holding Corp.	05/03/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Fox Factory Holding Corp.	05/03/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Franklin Covey Co.	01/19/2024	Management	1	Elect Director Anne H. Chow	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/19/2024	Management	2	Elect Director Craig Cuffie	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/19/2024	Management	3	Elect Director Donald J. McNamara	For	For	Withhold	Withhold	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/19/2024	Management	4	Elect Director Joel C. Peterson	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/19/2024	Management	5	Elect Director Nancy Phillips	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/19/2024	Management	6	Elect Director Efrain Rivera	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/19/2024	Management	7	Elect Director Derek C.M. van Bever	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/19/2024	Management	8	Elect Director Paul S. Walker	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/19/2024	Management	9	Elect Director Robert A. Whitman	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/19/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Franklin Covey Co.	01/19/2024	Management	11	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Franklin Covey Co.	01/19/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Franklin Electric Co., Inc.	05/03/2024	Management	1	Elect Director Gregg C. Sengstack	For	For	For	For	Votes AGAINST David Wathen are warranted for serving as a non-independent member of a key board committee. A vote FOR Gregg Sengstack is warranted.
Franklin Electric Co., Inc.	05/03/2024	Management	2	Elect Director David M. Wathen	For	For	Against	Against	Votes AGAINST David Wathen are warranted for serving as a non-independent member of a key board committee. A vote FOR Gregg Sengstack is warranted.
Franklin Electric Co., Inc.	05/03/2024	Management	3	Ratify Deloitte & Touche, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Franklin Electric Co., Inc.	05/03/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Fresh Del Monte Produce Inc.	06/06/2024	Management	1	Elect Director Mohammad Abu-Ghazaleh	For	For	Against	Against	Votes AGAINST non-independent nominees Mohammad Abu-Ghazaleh and Ahmad Abu-Ghazaleh are warranted for lack of a majority independent board. Votes FOR Ajai Puri are warranted.
Fresh Del Monte Produce Inc.	06/06/2024	Management	2	Elect Director Ahmad Abu-Ghazaleh	For	For	Against	Against	Votes AGAINST non-independent nominees Mohammad Abu-Ghazaleh and Ahmad Abu-Ghazaleh are warranted for lack of a majority independent board. Votes FOR Ajai Puri are warranted.
Fresh Del Monte Produce Inc.	06/06/2024	Management	3	Elect Director Ajai Puri	For	For	For	For	Votes AGAINST non-independent nominees Mohammad Abu-Ghazaleh and Ahmad Abu-Ghazaleh are warranted for lack of a majority independent board. Votes FOR Ajai Puri are warranted.
Fresh Del Monte Produce Inc.	06/06/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fresh Del Monte Produce Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Freshworks Inc.	06/06/2024	Management	1	Elect Director Rathna Girish Mathrubootham	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee member Jennifer Taylor are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for all incumbent nominees are warranted due to concerns with respect to the company's compensation practices, including the use of above-median benchmarking for executive compensation, the absence of risk-mitigating provisions, and the lack of performance metrics for long-term awards.
Freshworks Inc.	06/06/2024	Management	2	Elect Director Zachary Nelson	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee member Jennifer Taylor are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for all incumbent nominees are warranted due to concerns with respect to the company's compensation practices, including the use of above-median benchmarking for executive compensation, the absence of risk-mitigating provisions, and the lack of performance metrics for long-term awards.
Freshworks Inc.	06/06/2024	Management	3	Elect Director Jennifer Taylor	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee member Jennifer Taylor are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for all incumbent nominees are warranted due to concerns with respect to the company's compensation practices, including the use of above-median benchmarking for executive compensation, the absence of risk-mitigating provisions, and the lack of performance metrics for long-term awards.
Freshworks Inc.	06/06/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Frontdoor, Inc.	05/14/2024	Management	1	Elect Director William C. Cobb	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/14/2024	Management	2	Elect Director Lara H. Balazs	For	For	For	For	A vote FOR the director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Frontdoor, Inc.	05/14/2024	Management	3	Elect Director D. Steve Boland	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/14/2024	Management	4	Elect Director Anna C. Catalano	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/14/2024	Management	5	Elect Director Peter L. Cella	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/14/2024	Management	6	Elect Director Christopher L. Clipper	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/14/2024	Management	7	Elect Director Balakrishnan A. Ganesh	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/14/2024	Management	8	Elect Director Brian P. McAndrews	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/14/2024	Management	9	Elect Director Liane J. Pelletier	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/14/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Frontdoor, Inc.	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Frontdoor, Inc.	05/14/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FRP Holdings, Inc.	05/08/2024	Management	1	Elect Director John D. Baker, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Baker II, David deVilliers Jr., Martin (Hap) Stein Jr., and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Martin (Hap) Stein Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/08/2024	Management	2	Elect Director David H. deVilliers, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Baker II, David deVilliers Jr., Martin (Hap) Stein Jr., and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Martin (Hap) Stein Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/08/2024	Management	3	Elect Director Matthew S. McAfee	For	For	For	For	WITHHOLD votes for non-independent nominees John Baker II, David deVilliers Jr., Martin (Hap) Stein Jr., and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Martin (Hap) Stein Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/08/2024	Management	4	Elect Director Martin E. Stein, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Baker II, David deVilliers Jr., Martin (Hap) Stein Jr., and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Martin (Hap) Stein Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/08/2024	Management	5	Elect Director John S. Surface	For	For	For	For	WITHHOLD votes for non-independent nominees John Baker II, David deVilliers Jr., Martin (Hap) Stein Jr., and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Martin (Hap) Stein Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/08/2024	Management	6	Elect Director Nicole B. Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees John Baker II, David deVilliers Jr., Martin (Hap) Stein Jr., and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Martin (Hap) Stein Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/08/2024	Management	7	Elect Director William H. Walton, III	For	For	For	For	WITHHOLD votes for non-independent nominees John Baker II, David deVilliers Jr., Martin (Hap) Stein Jr., and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Martin (Hap) Stein Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/08/2024	Management	8	Elect Director Margaret B. Wetherbee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Baker II, David deVilliers Jr., Martin (Hap) Stein Jr., and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Martin (Hap) Stein Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FRP Holdings, Inc.	05/08/2024	Management	9	Ratify Hancock Askew & Co., LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FRP Holdings, Inc.	05/08/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
FS Bancorp, Inc.	05/23/2024	Management	1	Elect Director Joseph C. Adams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Adams and Joseph Zavaglia are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zavaglia are also warranted for serving as a non-independent member of a key board committee. A vote FOR Pamela M. Andrews is warranted.
FS Bancorp, Inc.	05/23/2024	Management	2	Elect Director Pamela M. Andrews	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Adams and Joseph Zavaglia are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zavaglia are also warranted for serving as a non-independent member of a key board committee. A vote FOR Pamela M. Andrews is warranted.
FS Bancorp, Inc.	05/23/2024	Management	3	Elect Director Joseph P. Zavaglia	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Adams and Joseph Zavaglia are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zavaglia are also warranted for serving as a non-independent member of a key board committee. A vote FOR Pamela M. Andrews is warranted.
FS Bancorp, Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company's change-in-control agreements with certain executives provide for single-trigger cash severance payment. Furthermore, there is a lack of any pre-set performance criteria for several executives' bonus and equity awards.
FS Bancorp, Inc.	05/23/2024	Management	5	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FTI Consulting, Inc.	06/05/2024	Management	1	Elect Director Brenda J. Bacon	For	For	Against	Against	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	2	Elect Director Mark S. Bartlett	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	3	Elect Director Elsy Boglioli	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	4	Elect Director Claudio Costamagna	For	For	Against	Against	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	5	Elect Director Nicholas C. Fanandakis	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	6	Elect Director Steven H. Gunby	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	7	Elect Director Gerard E. Holthaus	For	For	Against	Against	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	8	Elect Director Stephen C. Robinson	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	9	Elect Director Laureen E. Seeger	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FTI Consulting, Inc.	06/05/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Fulcrum Therapeutics, Inc.	06/17/2024	Management	1	Elect Director James J. Collins	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member James (Jim) Geraghty given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Fulcrum Therapeutics, Inc.	06/17/2024	Management	2	Elect Director James Geraghty	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member James (Jim) Geraghty given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Fulcrum Therapeutics, Inc.	06/17/2024	Management	3	Elect Director Alex C. Sapir	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member James (Jim) Geraghty given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Fulcrum Therapeutics, Inc.	06/17/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Fulgent Genetics, Inc.	05/16/2024	Management	1	Elect Director Ming Hsieh	For	For	For	For	WITHHOLD votes are warranted for Audit Committee members Regina (Reggie) Groves, Linda Marsh, and Michael (Mike) Nohaile due to given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by NEOs. A vote FOR Ming Hsieh is warranted.
Fulgent Genetics, Inc.	05/16/2024	Management	2	Elect Director Linda Marsh	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Audit Committee members Regina (Reggie) Groves, Linda Marsh, and Michael (Mike) Nohaile due to given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by NEOs. A vote FOR Ming Hsieh is warranted.
Fulgent Genetics, Inc.	05/16/2024	Management	3	Elect Director Michael Nohaile	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Audit Committee members Regina (Reggie) Groves, Linda Marsh, and Michael (Mike) Nohaile due to given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by NEOs. A vote FOR Ming Hsieh is warranted.
Fulgent Genetics, Inc.	05/16/2024	Management	4	Elect Director Regina Groves	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Audit Committee members Regina (Reggie) Groves, Linda Marsh, and Michael (Mike) Nohaile due to given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by NEOs. A vote FOR Ming Hsieh is warranted.
Fulgent Genetics, Inc.	05/16/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fulgent Genetics, Inc.	05/16/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements with certain executives that contain a modified single-trigger change-in-control provision.
Full House Resorts, Inc.	05/09/2024	Management	1	Elect Director Carl G. Braunlich	For	For	Against	Against	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/09/2024	Management	2	Elect Director Lewis A. Fanger	For	For	Against	Against	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Full House Resorts, Inc.	05/09/2024	Management	3	Elect Director Eric J. Green	For	For	For	For	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/09/2024	Management	4	Elect Director Lynn M. Handler	For	For	For	For	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/09/2024	Management	5	Elect Director Michael A. Hartmeier	For	For	For	For	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/09/2024	Management	6	Elect Director Daniel R. Lee	For	For	Against	Against	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/09/2024	Management	7	Elect Director Kathleen M. Marshall	For	For	Against	Against	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/09/2024	Management	8	Elect Director Michael P. Shaunnessy	For	For	For	For	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/09/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Full House Resorts, Inc.	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Funko, Inc.	06/04/2024	Management	1	Elect Director Charles Denson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Charles Denson due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes are further warranted for Governance Committee member Charles Denson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Michael Kerns is warranted.
Funko, Inc.	06/04/2024	Management	2	Elect Director Michael Kerns	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Charles Denson due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes are further warranted for Governance Committee member Charles Denson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Michael Kerns is warranted.
Funko, Inc.	06/04/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted as the company is proposing a new auditing firm and no independence issues with the new firm have been identified.
Funko, Inc.	06/04/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FVCBankcorp, Inc.	05/15/2024	Management	1	Elect Director Marc N. Duber	For	For	For	For	WITHHOLD votes for non-independent nominees David Pijor, L. Burwell Gunn, Patricia Ferrick, Scott Laughlin, Devin Satz, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are warranted for lack of a majority independent board. WITHHOLD votes for L. Burwell Gunn, Scott Laughlin, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FVCBankcorp, Inc.	05/15/2024	Management	2	Elect Director Patricia A. Ferrick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Pijor, L. Burwell Gunn, Patricia Ferrick, Scott Laughlin, Devin Satz, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are warranted for lack of a majority independent board. WITHHOLD votes for L. Burwell Gunn, Scott Laughlin, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FVCBankcorp, Inc.	05/15/2024	Management	3	Elect Director L. Burwell Gunn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Pijor, L. Burwell Gunn, Patricia Ferrick, Scott Laughlin, Devin Satz, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are warranted for lack of a majority independent board. WITHHOLD votes for L. Burwell Gunn, Scott Laughlin, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FVCBankcorp, Inc.	05/15/2024	Management	4	Elect Director Meena Krishnan	For	For	For	For	WITHHOLD votes for non-independent nominees David Pijor, L. Burwell Gunn, Patricia Ferrick, Scott Laughlin, Devin Satz, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are warranted for lack of a majority independent board. WITHHOLD votes for L. Burwell Gunn, Scott Laughlin, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FVCBankcorp, Inc.	05/15/2024	Management	5	Elect Director Scott Laughlin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Pijor, L. Burwell Gunn, Patricia Ferrick, Scott Laughlin, Devin Satz, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are warranted for lack of a majority independent board. WITHHOLD votes for L. Burwell Gunn, Scott Laughlin, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FVCBankcorp, Inc.	05/15/2024	Management	6	Elect Director David W. Pijor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Pijor, L. Burwell Gunn, Patricia Ferrick, Scott Laughlin, Devin Satz, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are warranted for lack of a majority independent board. WITHHOLD votes for L. Burwell Gunn, Scott Laughlin, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FVCBankcorp, Inc.	05/15/2024	Management	7	Elect Director Devin Satz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Pijor, L. Burwell Gunn, Patricia Ferrick, Scott Laughlin, Devin Satz, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are warranted for lack of a majority independent board. WITHHOLD votes for L. Burwell Gunn, Scott Laughlin, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FVCBankcorp, Inc.	05/15/2024	Management	8	Elect Director Lawrence W. Schwartz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Pijor, L. Burwell Gunn, Patricia Ferrick, Scott Laughlin, Devin Satz, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are warranted for lack of a majority independent board. WITHHOLD votes for L. Burwell Gunn, Scott Laughlin, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FVCBankcorp, Inc.	05/15/2024	Management	9	Elect Director Sidney G. Simmonds	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Pijor, L. Burwell Gunn, Patricia Ferrick, Scott Laughlin, Devin Satz, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are warranted for lack of a majority independent board. WITHHOLD votes for L. Burwell Gunn, Scott Laughlin, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FVCBankcorp, Inc.	05/15/2024	Management	10	Elect Director Daniel M. Testa	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Pijor, L. Burwell Gunn, Patricia Ferrick, Scott Laughlin, Devin Satz, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are warranted for lack of a majority independent board. WITHHOLD votes for L. Burwell Gunn, Scott Laughlin, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FVCBankcorp, Inc.	05/15/2024	Management	11	Elect Director Philip R. Wills, III ("Trey")	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Pijor, L. Burwell Gunn, Patricia Ferrick, Scott Laughlin, Devin Satz, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are warranted for lack of a majority independent board. WITHHOLD votes for L. Burwell Gunn, Scott Laughlin, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FVCBankcorp, Inc.	05/15/2024	Management	12	Elect Director Steven M. Wiltse	For	For	For	For	WITHHOLD votes for non-independent nominees David Pijor, L. Burwell Gunn, Patricia Ferrick, Scott Laughlin, Devin Satz, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are warranted for lack of a majority independent board. WITHHOLD votes for L. Burwell Gunn, Scott Laughlin, Lawrence (Larry) Schwartz, Sidney Simmonds, Daniel Testa and Philip (Trey) Wills III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FVCBankcorp, Inc.	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
FVCBankcorp, Inc.	05/15/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FVCBankcorp, Inc.	05/15/2024	Management	15	Ratify Yount, Hyde & Barbour, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
G1 Therapeutics, Inc.	06/13/2024	Management	1	Elect Director John E. (Jack) Bailey, Jr.	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Cynthia Flowers given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee John (Jack) Bailey Jr. is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
G1 Therapeutics, Inc.	06/13/2024	Management	2	Elect Director Cynthia L. Flowers	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Cynthia Flowers given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee John (Jack) Bailey Jr. is warranted.
G1 Therapeutics, Inc.	06/13/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
G1 Therapeutics, Inc.	06/13/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
G1 Therapeutics, Inc.	06/13/2024	Management	5	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Gaia, Inc.	05/20/2024	Management	1	Elect Director Jirka Rysavy	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jirka Rysavy, James Colquhoun and Paul Sutherland are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Jirka Rysavy, James Colquhoun and Paul Sutherland are also warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Paul Sutherland are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Kristin Frank, Keyur Patel and Paul Sutherland are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for incumbent director nominees Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu (i) due to unclear attendance disclosure and potentially poor attendance, and (ii) in the absence of a formal governance committee, for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Jirka Rysavy as his ownership of the supervoting shares through Jirka Rysavy, LLC provides him with voting power control of the company.
Gaia, Inc.	05/20/2024	Management	2	Elect Director Kristin Frank	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jirka Rysavy, James Colquhoun and Paul Sutherland are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Jirka Rysavy, James Colquhoun and Paul Sutherland are also warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Paul Sutherland are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Kristin Frank, Keyur Patel and Paul Sutherland are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for incumbent director nominees Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu (i) due to unclear attendance disclosure and potentially poor attendance, and (ii) in the absence of a formal governance committee, for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Jirka Rysavy as his ownership of the supervoting shares through Jirka Rysavy, LLC provides him with voting power control of the company.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Gaia, Inc.	05/20/2024	Management	3	Elect Director James Colquhoun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jirka Rysavy, James Colquhoun and Paul Sutherland are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Jirka Rysavy, James Colquhoun and Paul Sutherland are also warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Paul Sutherland are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Kristin Frank, Keyur Patel and Paul Sutherland are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for incumbent director nominees Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu (i) due to unclear attendance disclosure and potentially poor attendance, and (ii) in the absence of a formal governance committee, for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Jirka Rysavy as his ownership of the supervoting shares through Jirka Rysavy, LLC provides him with voting power control of the company.
Gaia, Inc.	05/20/2024	Management	4	Elect Director Keyur Patel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jirka Rysavy, James Colquhoun and Paul Sutherland are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Jirka Rysavy, James Colquhoun and Paul Sutherland are also warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Paul Sutherland are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Kristin Frank, Keyur Patel and Paul Sutherland are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for incumbent director nominees Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu (i) due to unclear attendance disclosure and potentially poor attendance, and (ii) in the absence of a formal governance committee, for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Jirka Rysavy as his ownership of the supervoting shares through Jirka Rysavy, LLC provides him with voting power control of the company.
Gaia, Inc.	05/20/2024	Management	5	Elect Director Paul Sutherland	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jirka Rysavy, James Colquhoun and Paul Sutherland are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Jirka Rysavy, James Colquhoun and Paul Sutherland are also warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Paul Sutherland are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Kristin Frank, Keyur Patel and Paul Sutherland are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for incumbent director nominees Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu (i) due to unclear attendance disclosure and potentially poor attendance, and (ii) in the absence of a formal governance committee, for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Jirka Rysavy as his ownership of the supervoting shares through Jirka Rysavy, LLC provides him with voting power control of the company.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Gaia, Inc.	05/20/2024	Management	6	Elect Director Anaal Udaybabu	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jirka Rysavy, James Colquhoun and Paul Sutherland are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Jirka Rysavy, James Colquhoun and Paul Sutherland are also warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Paul Sutherland are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Kristin Frank, Keyur Patel and Paul Sutherland are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for incumbent director nominees Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu (i) due to unclear attendance disclosure and potentially poor attendance, and (ii) in the absence of a formal governance committee, for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Jirka Rysavy as his ownership of the supervoting shares through Jirka Rysavy, LLC provides him with voting power control of the company.
Gaia, Inc.	05/20/2024	Management	7	Approve Securities Transfer Restrictions	For	For	For	For	A vote FOR this proposal is warranted as it does not appear that this proposal would have a negative impact on shareholder rights of non-controlling shareholders.
Gambling.com Group Limited	05/15/2024	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this proposal is warranted in the absence of any known issues concerning the company's audited accounts and financial statements.
Gambling.com Group Limited	05/15/2024	Management	2	Elect Director Charles Gillespie	For	For	For	For	A vote FOR the director nominees is warranted.
Gambling.com Group Limited	05/15/2024	Management	3	Elect Director Michael Quartieri	For	For	For	For	A vote FOR the director nominees is warranted.
Gambling.com Group Limited	05/15/2024	Management	4	Elect Director Kevin McCrystle	For	For	For	For	A vote FOR the director nominees is warranted.
Gambling.com Group Limited	05/15/2024	Management	5	Ratify BDO LLP as Auditors	For	For	For	For	A vote FOR these proposals is warranted.
Gambling.com Group Limited	05/15/2024	Management	6	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR these proposals is warranted.
Gambling.com Group Limited	05/15/2024	Management	7	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Gannett Co., Inc.	06/03/2024	Management	1	Elect Director Maha Al-Emam	For	For	For	For	A vote FOR the director nominees is warranted.
Gannett Co., Inc.	06/03/2024	Management	2	Elect Director Theodore P. Janulis	For	For	For	For	A vote FOR the director nominees is warranted.
Gannett Co., Inc.	06/03/2024	Management	3	Elect Director John Jeffrey Louis, III	For	For	For	For	A vote FOR the director nominees is warranted.
Gannett Co., Inc.	06/03/2024	Management	4	Elect Director Michael E. Reed	For	For	For	For	A vote FOR the director nominees is warranted.
Gannett Co., Inc.	06/03/2024	Management	5	Elect Director Amy Reinhard	For	For	For	For	A vote FOR the director nominees is warranted.
Gannett Co., Inc.	06/03/2024	Management	6	Elect Director Debra A. Sandler	For	For	For	For	A vote FOR the director nominees is warranted.
Gannett Co., Inc.	06/03/2024	Management	7	Elect Director Kevin M. Sheehan	For	For	For	For	A vote FOR the director nominees is warranted.
Gannett Co., Inc.	06/03/2024	Management	8	Elect Director Laurence Tarica	For	For	For	For	A vote FOR the director nominees is warranted.
Gannett Co., Inc.	06/03/2024	Management	9	Elect Director Barbara W. Wall	For	For	For	For	A vote FOR the director nominees is warranted.
Gannett Co., Inc.	06/03/2024	Management	10	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Gannett Co., Inc.	06/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Gannett Co., Inc.	06/03/2024	Management	12	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Gannett Co., Inc.	06/03/2024	Management	13	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted as a majority vote standard in uncontested director elections will provide shareholders with a more meaningful voice while improving director accountability.
Gannett Co., Inc.	06/03/2024	Management	14	Eliminate Supermajority Vote Requirement to Amend Charter	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
Gannett Co., Inc.	06/03/2024	Management	15	Eliminate Supermajority Vote Requirement to Amend Bylaws	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
Gannett Co., Inc.	06/03/2024	Management	16	Eliminate Supermajority Vote Requirement for Removal of Directors and Appointment of Directors in the Event the Entire Board of Directors is Removed	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Garrett Motion Inc.	05/29/2024	Management	1	Elect Director Daniel Ninivaggi	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/29/2024	Management	2	Elect Director Paul Camuti	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/29/2024	Management	3	Elect Director Joachim Drees	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/29/2024	Management	4	Elect Director Kevin Mahony	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/29/2024	Management	5	Elect Director D'aun Norman	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/29/2024	Management	6	Elect Director Olivier Rabiller	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/29/2024	Management	7	Elect Director Robert Shanks	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/29/2024	Management	8	Elect Director Julia Steyn	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/29/2024	Management	9	Elect Director Steven Tesoriere	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/29/2024	Management	10	Ratify Deloitte SA as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Garrett Motion Inc.	05/29/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Garrett Motion Inc.	05/29/2024	Management	12	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as the reduction in the requirement for removal of directors and to amend bylaws would be a material benefit to shareholders, while the removal of obsolete references do not adversely impact shareholder rights.
Garrett Motion Inc.	05/29/2024	Management	13	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Garrett Motion Inc.	05/29/2024	Management	14	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. A vote FOR this proposal is therefore warranted as it would be an enhancement to shareholders' rights.
Gates Industrial Corporation plc	06/20/2024	Management	1	Elect Director Fredrik Eliasson	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	2	Elect Director James W. Ireland, III	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	3	Elect Director Ivo Jurek	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	4	Elect Director Stephanie K. Mains	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	5	Elect Director Seth A. Meisel	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	6	Elect Director Wilson S. Neely	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	7	Elect Director Neil P. Simpkins	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	8	Elect Director Alicia L. Tillman	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	9	Elect Director Molly P. Zhang (Peifang Zhang)	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Gates Industrial Corporation plc	06/20/2024	Management	11	Approve Remuneration Report	For	For	Against	Against	The CEO pay ratio exceeds 100.
Gates Industrial Corporation plc	06/20/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gates Industrial Corporation plc	06/20/2024	Management	13	Reappoint Deloitte LLP as UK Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gates Industrial Corporation plc	06/20/2024	Management	14	Authorize Audit Committee to Fix Remuneration of UK Statutory Auditor	For	For	For	For	A vote FOR this item is warranted because there are no concerns regarding this proposal.
Gates Industrial Corporation plc	06/20/2024	Management	15	Authorize Share Repurchase Contracts and Repurchase Counterparties	For	For	For	For	A vote FOR this proposal is warranted, as no particular concerns have been identified with this year's request or the company's past repurchase activity.
Gates Industrial Corporation plc	06/20/2024	Management	16	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts are not within recommended limits.
Gates Industrial Corporation plc	06/20/2024	Management	17	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts are not within recommended limits.
GATX Corporation	04/26/2024	Management	1	Elect Director Diane M. Aigotti	For	For	For	For	Votes AGAINST non-independent nominees James Ream, Robert Lyons, Anne Arvia, David Sutherland and Paul Yovovich are warranted for lack of a majority independent board. Votes AGAINST Anne Arvia, David Sutherland and Paul Yovovich are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GATX Corporation	04/26/2024	Management	2	Elect Director Anne L. Arvia	For	For	Against	Against	Votes AGAINST non-independent nominees James Ream, Robert Lyons, Anne Arvia, David Sutherland and Paul Yovovich are warranted for lack of a majority independent board. Votes AGAINST Anne Arvia, David Sutherland and Paul Yovovich are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
GATX Corporation	04/26/2024	Management	3	Elect Director Shelley J. Bausch	For	For	For	For	Votes AGAINST non-independent nominees James Ream, Robert Lyons, Anne Arvia, David Sutherland and Paul Yovovich are warranted for lack of a majority independent board. Votes AGAINST Anne Arvia, David Sutherland and Paul Yovovich are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GATX Corporation	04/26/2024	Management	4	Elect Director John M. Holmes	For	For	For	For	Votes AGAINST non-independent nominees James Ream, Robert Lyons, Anne Arvia, David Sutherland and Paul Yovovich are warranted for lack of a majority independent board. Votes AGAINST Anne Arvia, David Sutherland and Paul Yovovich are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GATX Corporation	04/26/2024	Management	5	Elect Director Robert C. Lyons	For	For	Against	Against	Votes AGAINST non-independent nominees James Ream, Robert Lyons, Anne Arvia, David Sutherland and Paul Yovovich are warranted for lack of a majority independent board. Votes AGAINST Anne Arvia, David Sutherland and Paul Yovovich are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GATX Corporation	04/26/2024	Management	6	Elect Director James B. Ream	For	For	Against	Against	Votes AGAINST non-independent nominees James Ream, Robert Lyons, Anne Arvia, David Sutherland and Paul Yovovich are warranted for lack of a majority independent board. Votes AGAINST Anne Arvia, David Sutherland and Paul Yovovich are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GATX Corporation	04/26/2024	Management	7	Elect Director Adam L. Stanley	For	For	For	For	Votes AGAINST non-independent nominees James Ream, Robert Lyons, Anne Arvia, David Sutherland and Paul Yovovich are warranted for lack of a majority independent board. Votes AGAINST Anne Arvia, David Sutherland and Paul Yovovich are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GATX Corporation	04/26/2024	Management	8	Elect Director David S. Sutherland	For	For	Against	Against	Votes AGAINST non-independent nominees James Ream, Robert Lyons, Anne Arvia, David Sutherland and Paul Yovovich are warranted for lack of a majority independent board. Votes AGAINST Anne Arvia, David Sutherland and Paul Yovovich are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GATX Corporation	04/26/2024	Management	9	Elect Director Paul G. Yovovich	For	For	Against	Against	Votes AGAINST non-independent nominees James Ream, Robert Lyons, Anne Arvia, David Sutherland and Paul Yovovich are warranted for lack of a majority independent board. Votes AGAINST Anne Arvia, David Sutherland and Paul Yovovich are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GATX Corporation	04/26/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
GATX Corporation	04/26/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Genasys Inc.	03/14/2024	Management	1	Elect Director Richard H. Osgood, III	For	For	For	For	A vote FOR all director nominees is warranted.
Genasys Inc.	03/14/2024	Management	2	Elect Director Richard S. Danforth	For	For	For	For	A vote FOR all director nominees is warranted.
Genasys Inc.	03/14/2024	Management	3	Elect Director Scott L. Anchin	For	For	For	For	A vote FOR all director nominees is warranted.
Genasys Inc.	03/14/2024	Management	4	Elect Director Susan Lee Schmeiser	For	For	For	For	A vote FOR all director nominees is warranted.
Genasys Inc.	03/14/2024	Management	5	Elect Director Caltha Seymour	For	For	For	For	A vote FOR all director nominees is warranted.
Genasys Inc.	03/14/2024	Management	6	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Genasys Inc.	03/14/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Genasys Inc.	03/14/2024	Management	8	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Genco Shipping & Trading Limited	05/23/2024	Management	1	Elect Director Paramita Das	For	For	For	For	A vote FOR the management director nominees is warranted. A vote recommendation of NONE is being issued as Item 1h has been withdrawn by the proponent.
Genco Shipping & Trading Limited	05/23/2024	Management	2	Elect Director James G. Dolphin	For	For	For	For	A vote FOR the management director nominees is warranted. A vote recommendation of NONE is being issued as Item 1h has been withdrawn by the proponent.
Genco Shipping & Trading Limited	05/23/2024	Management	3	Elect Director Kathleen C. Haines	For	For	For	For	A vote FOR the management director nominees is warranted. A vote recommendation of NONE is being issued as Item 1h has been withdrawn by the proponent.
Genco Shipping & Trading Limited	05/23/2024	Management	4	Elect Director Basil G. Mavroleon	For	For	For	For	A vote FOR the management director nominees is warranted. A vote recommendation of NONE is being issued as Item 1h has been withdrawn by the proponent.
Genco Shipping & Trading Limited	05/23/2024	Management	5	Elect Director Karin Y. Orsel	For	For	For	For	A vote FOR the management director nominees is warranted. A vote recommendation of NONE is being issued as Item 1h has been withdrawn by the proponent.
Genco Shipping & Trading Limited	05/23/2024	Management	6	Elect Director Arthur L. Regan	For	For	For	For	A vote FOR the management director nominees is warranted. A vote recommendation of NONE is being issued as Item 1h has been withdrawn by the proponent.
Genco Shipping & Trading Limited	05/23/2024	Management	7	Elect Director John C. Wobensmith	For	For	For	For	A vote FOR the management director nominees is warranted. A vote recommendation of NONE is being issued as Item 1h has been withdrawn by the proponent.
Genco Shipping & Trading Limited	05/23/2024	Management	8	Elect Dissident Nominee Director Robert M. Pons *Withdrawn Resolution*					
Genco Shipping & Trading Limited	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Genco Shipping & Trading Limited	05/23/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Genco Shipping & Trading Limited	05/23/2024	Shareholder	11	Repeal Any Bylaw Provisions Without Shareholder Approval Subsequent to March 28, 2023 *Withdrawn Resolution*					
Gencor Industries, Inc.	03/07/2024	Management	1	Elect Director John G. Coburn	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for John Coburn for failing to establish gender diversity on the board, for lack of racial/ethnic diversity on the board, and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
Gencor Industries, Inc.	03/07/2024	Management	2	Ratify MSL, P.A. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gencor Industries, Inc.	03/07/2024	Management	3	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Generac Holdings Inc.	06/13/2024	Management	1	Elect Director Robert D. Dixon	For	For	Against	Against	Votes AGAINST Robert Dixon and David Ramon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Generac Holdings Inc.	06/13/2024	Management	2	Elect Director William D. Jenkins, Jr.	For	For	For	For	Votes AGAINST Robert Dixon and David Ramon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Generac Holdings Inc.	06/13/2024	Management	3	Elect Director David A. Ramon	For	For	Against	Against	Votes AGAINST Robert Dixon and David Ramon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Generac Holdings Inc.	06/13/2024	Management	4	Elect Director Kathryn V. Roedel	For	For	For	For	Votes AGAINST Robert Dixon and David Ramon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Generac Holdings Inc.	06/13/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Generac Holdings Inc.	06/13/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Generac Holdings Inc.	06/13/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Generation Bio Co.	06/06/2024	Management	1	Elect Director Jeffrey Jonas	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee member Jeffrey (Jeff) Jonas given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Generation Bio Co.	06/06/2024	Management	2	Elect Director Geoff McDonough	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member Jeffrey (Jeff) Jonas given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Generation Bio Co.	06/06/2024	Management	3	Elect Director Donald Nicholson	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member Jeffrey (Jeff) Jonas given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Generation Bio Co.	06/06/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Generation Bio Co.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Genesco Inc.	06/27/2024	Management	1	Elect Director Joanna Barsh	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/27/2024	Management	2	Elect Director Matthew M. Bilunas	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/27/2024	Management	3	Elect Director Carolyn Bojanowski	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/27/2024	Management	4	Elect Director John F. Lambros	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/27/2024	Management	5	Elect Director Thurgood Marshall, Jr.	For	For	Against	Against	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/27/2024	Management	6	Elect Director Angel R. Martinez	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/27/2024	Management	7	Elect Director Mary E. Meixelsperger	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/27/2024	Management	8	Elect Director Gregory A. Sandfort	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/27/2024	Management	9	Elect Director Mimi E. Vaughn	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/27/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Genesco Inc.	06/27/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Genesco Inc.	06/27/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Genie Energy Ltd.	05/08/2024	Management	1	Elect Director Howard S. Jonas	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, William Wesley Perry, Joyce Mason, Alan Rosenthal and Allan Sass are warranted for lack of a majority independent board. Votes AGAINST William Wesley Perry, Alan Rosenthal and Allan Sass are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Nominating Committee chair William Wesley Perry are warranted for failing to establish racial/ethnic diversity on the board. Votes AGAINST Governance Committee members William Wesley Perry, Alan Rosenthal, and Allan Sass are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Howard Jonas are warranted as his ownership of the supervoting shares provide him with voting power control of the company. Votes AGAINST Compensation Committee members William Wesley Perry and Alan Rosenthal are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision.
Genie Energy Ltd.	05/08/2024	Management	2	Elect Director Joyce J. Mason	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, William Wesley Perry, Joyce Mason, Alan Rosenthal and Allan Sass are warranted for lack of a majority independent board. Votes AGAINST William Wesley Perry, Alan Rosenthal and Allan Sass are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Nominating Committee chair William Wesley Perry are warranted for failing to establish racial/ethnic diversity on the board. Votes AGAINST Governance Committee members William Wesley Perry, Alan Rosenthal, and Allan Sass are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Howard Jonas are warranted as his ownership of the supervoting shares provide him with voting power control of the company. Votes AGAINST Compensation Committee members William Wesley Perry and Alan Rosenthal are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Genie Energy Ltd.	05/08/2024	Management	3	Elect Director W. Wesley Perry	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, William Wesley Perry, Joyce Mason, Alan Rosenthal and Allan Sass are warranted for lack of a majority independent board. Votes AGAINST William Wesley Perry, Alan Rosenthal and Allan Sass are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Nominating Committee chair William Wesley Perry are warranted for failing to establish racial/ethnic diversity on the board. Votes AGAINST Governance Committee members William Wesley Perry, Alan Rosenthal, and Allan Sass are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Howard Jonas are warranted as his ownership of the supervoting shares provide him with voting power control of the company. Votes AGAINST Compensation Committee members William Wesley Perry and Alan Rosenthal are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision.
Genie Energy Ltd.	05/08/2024	Management	4	Elect Director Alan B. Rosenthal	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, William Wesley Perry, Joyce Mason, Alan Rosenthal and Allan Sass are warranted for lack of a majority independent board. Votes AGAINST William Wesley Perry, Alan Rosenthal and Allan Sass are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Nominating Committee chair William Wesley Perry are warranted for failing to establish racial/ethnic diversity on the board. Votes AGAINST Governance Committee members William Wesley Perry, Alan Rosenthal, and Allan Sass are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Howard Jonas are warranted as his ownership of the supervoting shares provide him with voting power control of the company. Votes AGAINST Compensation Committee members William Wesley Perry and Alan Rosenthal are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Genie Energy Ltd.	05/08/2024	Management	5	Elect Director Allan Sass	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, William Wesley Perry, Joyce Mason, Alan Rosenthal and Allan Sass are warranted for lack of a majority independent board. Votes AGAINST William Wesley Perry, Alan Rosenthal and Allan Sass are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Nominating Committee chair William Wesley Perry are warranted for failing to establish racial/ethnic diversity on the board. Votes AGAINST Governance Committee members William Wesley Perry, Alan Rosenthal, and Allan Sass are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Howard Jonas are warranted as his ownership of the supervoting shares provide him with voting power control of the company. Votes AGAINST Compensation Committee members William Wesley Perry and Alan Rosenthal are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision.
Genie Energy Ltd.	05/08/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Genie Energy Ltd.	05/08/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
Genie Energy Ltd.	05/08/2024	Management	8	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Genpact Limited	05/02/2024	Management	1	Elect Director Balkrishan "BK" Kalra	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	2	Elect Director James Madden	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	3	Elect Director Ajay Agrawal	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	4	Elect Director Laura Conigliaro	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Genpact Limited	05/02/2024	Management	5	Elect Director Tamara Franklin	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	6	Elect Director Carol Lindstrom	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	7	Elect Director CeCelia Morken	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	8	Elect Director Brian Stevens	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	9	Elect Director N.V. "Tiger" Tyagarajan	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	10	Elect Director Mark Verdi	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Genpact Limited	05/02/2024	Management	12	Ratify KPMG Assurance and Consulting Services LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gentex Corporation	05/16/2024	Management	1	Elect Director Joseph Anderson	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	2	Elect Director Leslie Brown	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	3	Elect Director Garth Deur	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	4	Elect Director Steve Downing	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	5	Elect Director Bill Pink	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	6	Elect Director Richard Schaum	For	For	Withhold	Withhold	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Gentex Corporation	05/16/2024	Management	7	Elect Director Kathleen Starkoff	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	8	Elect Director Brian Walker	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	9	Elect Director Ling Zang	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gentex Corporation	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Gentherm Incorporated	05/16/2024	Management	1	Elect Director Sophie Desormiere	For	For	Withhold	Withhold	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/16/2024	Management	2	Elect Director Phillip M. Eyler	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/16/2024	Management	3	Elect Director David Heinzmann	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/16/2024	Management	4	Elect Director Ronald Hundzinski	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/16/2024	Management	5	Elect Director Laura Kowalchik	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/16/2024	Management	6	Elect Director Charles Kummeth	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/16/2024	Management	7	Elect Director Betsy Meter	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/16/2024	Management	8	Elect Director John Stacey	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/16/2024	Management	9	Elect Director Kenneth Washington	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/16/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Gentherm Incorporated	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Genworth Financial, Inc.	05/23/2024	Management	1	Elect Director G. Kent Conrad	For	For	Against	Against	Votes AGAINST G. Kent Conrad are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genworth Financial, Inc.	05/23/2024	Management	2	Elect Director Karen E. Dyson	For	For	For	For	Votes AGAINST G. Kent Conrad are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genworth Financial, Inc.	05/23/2024	Management	3	Elect Director Jill R. Goodman	For	For	For	For	Votes AGAINST G. Kent Conrad are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genworth Financial, Inc.	05/23/2024	Management	4	Elect Director Melina E. Higgins	For	For	For	For	Votes AGAINST G. Kent Conrad are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genworth Financial, Inc.	05/23/2024	Management	5	Elect Director Thomas J. McInerney	For	For	For	For	Votes AGAINST G. Kent Conrad are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genworth Financial, Inc.	05/23/2024	Management	6	Elect Director Howard D. Mills, III	For	For	For	For	Votes AGAINST G. Kent Conrad are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Genworth Financial, Inc.	05/23/2024	Management	7	Elect Director Robert P. Restrepo, Jr.	For	For	For	For	Votes AGAINST G. Kent Conrad are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genworth Financial, Inc.	05/23/2024	Management	8	Elect Director Elaine A. Sarsynski	For	For	For	For	Votes AGAINST G. Kent Conrad are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genworth Financial, Inc.	05/23/2024	Management	9	Elect Director Ramsey D. Smith	For	For	For	For	Votes AGAINST G. Kent Conrad are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genworth Financial, Inc.	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Genworth Financial, Inc.	05/23/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Genworth Financial, Inc.	05/23/2024	Management	12	Removal of References to Class B Common Stock and Renaming Class A Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments to remove all references to parent company provisions in the certificate of incorporation, reduce the capital stock, and remove references to Class B common stock are administrative in nature and will have no adverse impact on shareholder rights.
Genworth Financial, Inc.	05/23/2024	Management	13	Provide Right to Call a Special Meeting	For	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
Geospace Technologies Corporation	02/08/2024	Management	1	Elect Director Margaret Sidney Ashworth	For	For	For	For	A vote FOR all director nominees is warranted.
Geospace Technologies Corporation	02/08/2024	Management	2	Elect Director Stephen C. Jumper	For	For	For	For	A vote FOR all director nominees is warranted.
Geospace Technologies Corporation	02/08/2024	Management	3	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Geospace Technologies Corporation	02/08/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
German American Bancorp, Inc.	04/29/2024	Management	1	Elect Director Marc D. Fine	For	For	Withhold	Withhold	WITHHOLD votes for Marc Fine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
German American Bancorp, Inc.	04/29/2024	Management	2	Elect Director Jason M. Kelly	For	For	For	For	WITHHOLD votes for Marc Fine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
German American Bancorp, Inc.	04/29/2024	Management	3	Elect Director Christina M. Ryan	For	For	For	For	WITHHOLD votes for Marc Fine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
German American Bancorp, Inc.	04/29/2024	Management	4	Elect Director Tyson J. Wagler	For	For	For	For	WITHHOLD votes for Marc Fine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
German American Bancorp, Inc.	04/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
German American Bancorp, Inc.	04/29/2024	Management	6	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gibraltar Industries, Inc.	05/01/2024	Management	1	Elect Director Mark G. Barberio	For	For	For	For	A vote FOR the director nominees is warranted.
Gibraltar Industries, Inc.	05/01/2024	Management	2	Elect Director William T. Bosway	For	For	For	For	A vote FOR the director nominees is warranted.
Gibraltar Industries, Inc.	05/01/2024	Management	3	Elect Director Gwendolyn G. Mizell	For	For	For	For	A vote FOR the director nominees is warranted.
Gibraltar Industries, Inc.	05/01/2024	Management	4	Elect Director Linda K. Myers	For	For	For	For	A vote FOR the director nominees is warranted.
Gibraltar Industries, Inc.	05/01/2024	Management	5	Elect Director James B. Nish	For	For	For	For	A vote FOR the director nominees is warranted.
Gibraltar Industries, Inc.	05/01/2024	Management	6	Elect Director Atlee Valentine Pope	For	For	For	For	A vote FOR the director nominees is warranted.
Gibraltar Industries, Inc.	05/01/2024	Management	7	Elect Director Manish H. Shah	For	For	For	For	A vote FOR the director nominees is warranted.
Gibraltar Industries, Inc.	05/01/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Gibraltar Industries, Inc.	05/01/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
G-III Apparel Group, Ltd.	06/18/2024	Management	1	Elect Director Morris Goldfarb	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Jeffrey Goldfarb, Laura Pomerantz, and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Laura Pomerantz, and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/18/2024	Management	2	Elect Director Sammy Aaron	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Jeffrey Goldfarb, Laura Pomerantz, and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Laura Pomerantz, and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/18/2024	Management	3	Elect Director Thomas J. Brosig	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Jeffrey Goldfarb, Laura Pomerantz, and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Laura Pomerantz, and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/18/2024	Management	4	Elect Director Joyce F. Brown	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Jeffrey Goldfarb, Laura Pomerantz, and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Laura Pomerantz, and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/18/2024	Management	5	Elect Director Jeffrey Goldfarb	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Jeffrey Goldfarb, Laura Pomerantz, and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Laura Pomerantz, and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/18/2024	Management	6	Elect Director Victor Herrero	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Jeffrey Goldfarb, Laura Pomerantz, and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Laura Pomerantz, and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
G-III Apparel Group, Ltd.	06/18/2024	Management	7	Elect Director Robert L. Johnson	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Jeffrey Goldfarb, Laura Pomerantz, and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Laura Pomerantz, and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/18/2024	Management	8	Elect Director Patti H. Ongman	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Jeffrey Goldfarb, Laura Pomerantz, and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Laura Pomerantz, and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/18/2024	Management	9	Elect Director Laura Pomerantz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Jeffrey Goldfarb, Laura Pomerantz, and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Laura Pomerantz, and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/18/2024	Management	10	Elect Director Michael Shaffer	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Jeffrey Goldfarb, Laura Pomerantz, and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Laura Pomerantz, and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/18/2024	Management	11	Elect Director Cheryl Vitali	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Jeffrey Goldfarb, Laura Pomerantz, and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Laura Pomerantz, and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/18/2024	Management	12	Elect Director Richard White	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Jeffrey Goldfarb, Laura Pomerantz, and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Laura Pomerantz, and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
G-III Apparel Group, Ltd.	06/18/2024	Management	13	Elect Director Andrew Yaeger	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Jeffrey Goldfarb, Laura Pomerantz, and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Laura Pomerantz, and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/18/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
G-III Apparel Group, Ltd.	06/18/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Glacier Bancorp, Inc.	04/24/2024	Management	1	Elect Director David C. Boyles	For	For	For	For	WITHHOLD votes for non-independent nominees Craig Langel, Randall (Randy) Chesler, Sherry Cladouhos, Annie Goodwin and Douglas McBride are warranted for lack of a majority independent board. WITHHOLD votes for Craig Langel, Sherry Cladouhos, Annie Goodwin and Douglas McBride are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/24/2024	Management	2	Elect Director Robert A. Cashell, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Craig Langel, Randall (Randy) Chesler, Sherry Cladouhos, Annie Goodwin and Douglas McBride are warranted for lack of a majority independent board. WITHHOLD votes for Craig Langel, Sherry Cladouhos, Annie Goodwin and Douglas McBride are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/24/2024	Management	3	Elect Director Randall M. Chesler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Craig Langel, Randall (Randy) Chesler, Sherry Cladouhos, Annie Goodwin and Douglas McBride are warranted for lack of a majority independent board. WITHHOLD votes for Craig Langel, Sherry Cladouhos, Annie Goodwin and Douglas McBride are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/24/2024	Management	4	Elect Director Sherry L. Cladouhos	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Craig Langel, Randall (Randy) Chesler, Sherry Cladouhos, Annie Goodwin and Douglas McBride are warranted for lack of a majority independent board. WITHHOLD votes for Craig Langel, Sherry Cladouhos, Annie Goodwin and Douglas McBride are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/24/2024	Management	5	Elect Director Jesus T. Espinoza	For	For	For	For	WITHHOLD votes for non-independent nominees Craig Langel, Randall (Randy) Chesler, Sherry Cladouhos, Annie Goodwin and Douglas McBride are warranted for lack of a majority independent board. WITHHOLD votes for Craig Langel, Sherry Cladouhos, Annie Goodwin and Douglas McBride are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/24/2024	Management	6	Elect Director Annie M. Goodwin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Craig Langel, Randall (Randy) Chesler, Sherry Cladouhos, Annie Goodwin and Douglas McBride are warranted for lack of a majority independent board. WITHHOLD votes for Craig Langel, Sherry Cladouhos, Annie Goodwin and Douglas McBride are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/24/2024	Management	7	Elect Director Kristen L. Heck	For	For	For	For	WITHHOLD votes for non-independent nominees Craig Langel, Randall (Randy) Chesler, Sherry Cladouhos, Annie Goodwin and Douglas McBride are warranted for lack of a majority independent board. WITHHOLD votes for Craig Langel, Sherry Cladouhos, Annie Goodwin and Douglas McBride are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Glacier Bancorp, Inc.	04/24/2024	Management	8	Elect Director Michael B. Hormaechea	For	For	For	For	WITHHOLD votes for non-independent nominees Craig Langel, Randall (Randy) Chesler, Sherry Cladouhos, Annie Goodwin and Douglas McBride are warranted for lack of a majority independent board. WITHHOLD votes for Craig Langel, Sherry Cladouhos, Annie Goodwin and Douglas McBride are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/24/2024	Management	9	Elect Director Craig A. Langel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Craig Langel, Randall (Randy) Chesler, Sherry Cladouhos, Annie Goodwin and Douglas McBride are warranted for lack of a majority independent board. WITHHOLD votes for Craig Langel, Sherry Cladouhos, Annie Goodwin and Douglas McBride are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/24/2024	Management	10	Elect Director Douglas J. McBride	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Craig Langel, Randall (Randy) Chesler, Sherry Cladouhos, Annie Goodwin and Douglas McBride are warranted for lack of a majority independent board. WITHHOLD votes for Craig Langel, Sherry Cladouhos, Annie Goodwin and Douglas McBride are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/24/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Glacier Bancorp, Inc.	04/24/2024	Management	12	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Glatfelter Corporation	05/10/2024	Management	1	Elect Director Bruce Brown	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Fogarty, Thomas Fahnemann, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Fogarty, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/10/2024	Management	2	Elect Director Kathleen A. Dahlberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Fogarty, Thomas Fahnemann, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Fogarty, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/10/2024	Management	3	Elect Director Thomas M. Fahnemann	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Fogarty, Thomas Fahnemann, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Fogarty, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/10/2024	Management	4	Elect Director Kevin M. Fogarty	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Fogarty, Thomas Fahnemann, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Fogarty, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/10/2024	Management	5	Elect Director Marie T. Gallagher	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Fogarty, Thomas Fahnemann, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Fogarty, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Glatfelter Corporation	05/10/2024	Management	6	Elect Director Darrel Hackett	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Fogarty, Thomas Fahnemann, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Fogarty, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/10/2024	Management	7	Elect Director J. Robert Hall	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Fogarty, Thomas Fahnemann, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Fogarty, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/10/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Glatfelter Corporation	05/10/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Glaukos Corporation	05/30/2024	Management	1	Elect Director Thomas W. Burns	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Marc Stapley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Glaukos Corporation	05/30/2024	Management	2	Elect Director Leana S. Wen	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Marc Stapley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Glaukos Corporation	05/30/2024	Management	3	Elect Director Marc A. Stapley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Marc Stapley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Glaukos Corporation	05/30/2024	Management	4	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 24.14 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Glaukos Corporation	05/30/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Glaukos Corporation	05/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Glaukos Corporation	05/30/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Global Industrial Company	06/03/2024	Management	1	Elect Director Richard B. Leeds	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Global Industrial Company	06/03/2024	Management	2	Elect Director Bruce Leeds	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Global Industrial Company	06/03/2024	Management	3	Elect Director Robert Leeds	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Global Industrial Company	06/03/2024	Management	4	Elect Director Barry Litwin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Global Industrial Company	06/03/2024	Management	5	Elect Director Chad M. Lindbloom	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Global Industrial Company	06/03/2024	Management	6	Elect Director Gary S. Michel	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Global Industrial Company	06/03/2024	Management	7	Elect Director Paul S. Pearlman	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Global Industrial Company	06/03/2024	Management	8	Elect Director Robert D. Rosenthal	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Global Industrial Company	06/03/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Global Industrial Company	06/03/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Gogo Inc.	06/04/2024	Management	1	Elect Director Michele Coleman Mayes	For	For	For	For	WITHHOLD votes for Harris Williams are warranted for serving as a non-independent member of a key board committee. A vote FOR Michele Coleman Mayes is warranted.
Gogo Inc.	06/04/2024	Management	2	Elect Director Harris N. Williams	For	For	Withhold	Withhold	WITHHOLD votes for Harris Williams are warranted for serving as a non-independent member of a key board committee. A vote FOR Michele Coleman Mayes is warranted.
Gogo Inc.	06/04/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Gogo Inc.	06/04/2024	Management	4	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Gogo Inc.	06/04/2024	Management	5	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Gogo Inc.	06/04/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
GoodRx Holdings, Inc.	06/06/2024	Management	1	Elect Director Douglas Hirsch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Douglas (Doug) Hirsch are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent director nominees Douglas (Doug) Hirsch and Agnes Rey-Giraud given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Kelly J. Kennedy is warranted.
GoodRx Holdings, Inc.	06/06/2024	Management	2	Elect Director Kelly J. Kennedy	For	For	For	For	WITHHOLD votes for non-independent nominee Douglas (Doug) Hirsch are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent director nominees Douglas (Doug) Hirsch and Agnes Rey-Giraud given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Kelly J. Kennedy is warranted.
GoodRx Holdings, Inc.	06/06/2024	Management	3	Elect Director Agnes Rey-Giraud	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Douglas (Doug) Hirsch are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent director nominees Douglas (Doug) Hirsch and Agnes Rey-Giraud given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Kelly J. Kennedy is warranted.
GoodRx Holdings, Inc.	06/06/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
GoodRx Holdings, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Goosehead Insurance, Inc.	05/06/2024	Management	1	Elect Director Mark E. Jones	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Peter Lane and Waded Cruzado given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. Additional WITHHOLD votes are warranted for Compensation Committee members Peter Lane and Waded Cruzado as a result of the committee's poor response to low support for the previous year's say-on-pay vote. Votes FOR Mark E. Jones are warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Goosehead Insurance, Inc.	05/06/2024	Management	2	Elect Director Waded Cruzado	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Peter Lane and Waded Cruzado given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. Additional WITHHOLD votes are warranted for Compensation Committee members Peter Lane and Waded Cruzado as a result of the committee's poor response to low support for the previous year's say-on-pay vote. Votes FOR Mark E. Jones are warranted.
Goosehead Insurance, Inc.	05/06/2024	Management	3	Elect Director Peter Lane	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Peter Lane and Waded Cruzado given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. Additional WITHHOLD votes are warranted for Compensation Committee members Peter Lane and Waded Cruzado as a result of the committee's poor response to low support for the previous year's say-on-pay vote. Votes FOR Mark E. Jones are warranted.
Goosehead Insurance, Inc.	05/06/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Goosehead Insurance, Inc.	05/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
GoPro, Inc.	06/04/2024	Management	1	Elect Director Nicholas Woodman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Tyrone (Ty) Ahmad-Taylor, Shaz Kahng, and Susan Lyne for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Nicholas Woodman as his ownership of the supervoting shares provides him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.
GoPro, Inc.	06/04/2024	Management	2	Elect Director Tyrone Ahmad-Taylor	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Tyrone (Ty) Ahmad-Taylor, Shaz Kahng, and Susan Lyne for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Nicholas Woodman as his ownership of the supervoting shares provides him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.
GoPro, Inc.	06/04/2024	Management	3	Elect Director Kenneth Goldman	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Tyrone (Ty) Ahmad-Taylor, Shaz Kahng, and Susan Lyne for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Nicholas Woodman as his ownership of the supervoting shares provides him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.
GoPro, Inc.	06/04/2024	Management	4	Elect Director Peter Gotcher	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Tyrone (Ty) Ahmad-Taylor, Shaz Kahng, and Susan Lyne for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Nicholas Woodman as his ownership of the supervoting shares provides him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.
GoPro, Inc.	06/04/2024	Management	5	Elect Director Shaz Kahng	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Tyrone (Ty) Ahmad-Taylor, Shaz Kahng, and Susan Lyne for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Nicholas Woodman as his ownership of the supervoting shares provides him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
GoPro, Inc.	06/04/2024	Management	6	Elect Director Alexander Lurie	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Tyrone (Ty) Ahmad-Taylor, Shaz Kahng, and Susan Lyne for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Nicholas Woodman as his ownership of the supervoting shares provides him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.
GoPro, Inc.	06/04/2024	Management	7	Elect Director Susan Lyne	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Tyrone (Ty) Ahmad-Taylor, Shaz Kahng, and Susan Lyne for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Nicholas Woodman as his ownership of the supervoting shares provides him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.
GoPro, Inc.	06/04/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
GoPro, Inc.	06/04/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
GoPro, Inc.	06/04/2024	Management	10	Amend Certificate of Incorporation to Allow the Exculpation of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted because; * the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability. * such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Graham Holdings Company	05/07/2024	Management	1	Elect Director Tony Allen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Christopher Davis are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Christopher Davies are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent audit committee member Christopher Davies are further warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Christopher Davis, Tony Allen, and Danielle Conley are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
Graham Holdings Company	05/07/2024	Management	2	Elect Director Danielle Conley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Christopher Davis are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Christopher Davies are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent audit committee member Christopher Davies are further warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Christopher Davis, Tony Allen, and Danielle Conley are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
Graham Holdings Company	05/07/2024	Management	3	Elect Director Christopher C. Davis	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Christopher Davis are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Christopher Davies are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent audit committee member Christopher Davies are further warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Christopher Davis, Tony Allen, and Danielle Conley are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Grand Canyon Education, Inc.	06/12/2024	Management	1	Elect Director Brian E. Mueller	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Mueller, Sara Ward and Jack Henry are warranted for lack of a majority independent board. Votes AGAINST Sara Ward and Jack Henry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/12/2024	Management	2	Elect Director Sara Ward	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Mueller, Sara Ward and Jack Henry are warranted for lack of a majority independent board. Votes AGAINST Sara Ward and Jack Henry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/12/2024	Management	3	Elect Director Jack A. Henry	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Mueller, Sara Ward and Jack Henry are warranted for lack of a majority independent board. Votes AGAINST Sara Ward and Jack Henry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/12/2024	Management	4	Elect Director Lisa Graham Keegan	For	For	For	For	Votes AGAINST non-independent nominees Brian Mueller, Sara Ward and Jack Henry are warranted for lack of a majority independent board. Votes AGAINST Sara Ward and Jack Henry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/12/2024	Management	5	Elect Director Chevy Humphrey	For	For	For	For	Votes AGAINST non-independent nominees Brian Mueller, Sara Ward and Jack Henry are warranted for lack of a majority independent board. Votes AGAINST Sara Ward and Jack Henry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/12/2024	Management	6	Elect Director Kevin F. Warren	For	For	For	For	Votes AGAINST non-independent nominees Brian Mueller, Sara Ward and Jack Henry are warranted for lack of a majority independent board. Votes AGAINST Sara Ward and Jack Henry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Grand Canyon Education, Inc.	06/12/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Granite Construction Incorporated	06/05/2024	Management	1	Elect Director Molly C. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.
Granite Construction Incorporated	06/05/2024	Management	2	Elect Director Michael F. McNally	For	For	For	For	A vote FOR all director nominees is warranted.
Granite Construction Incorporated	06/05/2024	Management	3	Elect Director Laura M. Mullen	For	For	For	For	A vote FOR all director nominees is warranted.
Granite Construction Incorporated	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Granite Construction Incorporated	06/05/2024	Management	5	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Granite Construction Incorporated	06/05/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Granite Construction Incorporated	06/05/2024	Shareholder	7	Report on I-80 South Quarry Project	Against	Against	For	For	A vote FOR this proposal is warranted as it would allow shareholders to better understand the steps the company is taking to mitigate reputational, social, and environmental risks from its mining operations.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Gray Television, Inc.	05/08/2024	Management	1	Elect Director Hilton H. Howell, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Howell Newton, Richard Boger, Richard Hare, Lorraine (Lorri) McClain, and Sterling Spainhour Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/08/2024	Management	2	Elect Director Howell W. Newton	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Howell Newton, Richard Boger, Richard Hare, Lorraine (Lorri) McClain, and Sterling Spainhour Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/08/2024	Management	3	Elect Director Richard L. Boger	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Howell Newton, Richard Boger, Richard Hare, Lorraine (Lorri) McClain, and Sterling Spainhour Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/08/2024	Management	4	Elect Director Luis A. Garcia	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Howell Newton, Richard Boger, Richard Hare, Lorraine (Lorri) McClain, and Sterling Spainhour Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/08/2024	Management	5	Elect Director Richard B. Hare	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Howell Newton, Richard Boger, Richard Hare, Lorraine (Lorri) McClain, and Sterling Spainhour Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Gray Television, Inc.	05/08/2024	Management	6	Elect Director Robin R. Howell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Howell Newton, Richard Boger, Richard Hare, Lorraine (Lorri) McClain, and Sterling Spainhour Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/08/2024	Management	7	Elect Director Donald P. ("Pat") LaPlatney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Howell Newton, Richard Boger, Richard Hare, Lorraine (Lorri) McClain, and Sterling Spainhour Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/08/2024	Management	8	Elect Director Lorraine ("Lorri") McClain	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Howell Newton, Richard Boger, Richard Hare, Lorraine (Lorri) McClain, and Sterling Spainhour Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/08/2024	Management	9	Elect Director Paul H. McTear	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Howell Newton, Richard Boger, Richard Hare, Lorraine (Lorri) McClain, and Sterling Spainhour Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/08/2024	Management	10	Elect Director Sterling A. Spainhour, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Howell Newton, Richard Boger, Richard Hare, Lorraine (Lorri) McClain, and Sterling Spainhour Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/08/2024	Management	11	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Great Lakes Dredge & Dock Corporation	05/09/2024	Management	1	Elect Director Lasse J. Petterson	For	For	For	For	A vote FOR all director nominees is warranted.
Great Lakes Dredge & Dock Corporation	05/09/2024	Management	2	Elect Director Kathleen M. Shanahan	For	For	For	For	A vote FOR all director nominees is warranted.
Great Lakes Dredge & Dock Corporation	05/09/2024	Management	3	Elect Director Earl L. Shipp	For	For	For	For	A vote FOR all director nominees is warranted.
Great Lakes Dredge & Dock Corporation	05/09/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Great Lakes Dredge & Dock Corporation	05/09/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Great Lakes Dredge & Dock Corporation	05/09/2024	Management	6	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Great Lakes Dredge & Dock Corporation	05/09/2024	Management	7	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable.
Great Lakes Dredge & Dock Corporation	05/09/2024	Management	8	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Great Lakes Dredge & Dock Corporation	05/09/2024	Management	9	Amend Certificate of Incorporation Relating to Maritime Laws	For	For	For	For	A vote FOR this proposal is warranted as the clarification of certain provisions in the charter related to the company's compliance with Maritime laws would be prudent.
Great Lakes Dredge & Dock Corporation	05/09/2024	Management	10	Amend Certificate of Incorporation to Remove the Corporate Opportunity Waiver	For	For	For	For	A vote FOR this proposal is warranted as the removal of the corporate opportunity waiver for directors and officers would be beneficial for shareholders.
Great Lakes Dredge & Dock Corporation	05/09/2024	Management	11	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as consolidating amendments into a single document and the removal of largely inoperable provisions is viewed as administrative and would not impact shareholder rights.
Great Southern Bancorp, Inc.	05/08/2024	Management	1	Elect Director Thomas J. Carlson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Turner and Thomas Carlson are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Carlson are also warranted for serving as a non-independent member of a key board committee. A vote FOR Debra Mallonee (Shantz) Hart is warranted.
Great Southern Bancorp, Inc.	05/08/2024	Management	2	Elect Director Debra Mallonee (Shantz) Hart	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Turner and Thomas Carlson are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Carlson are also warranted for serving as a non-independent member of a key board committee. A vote FOR Debra Mallonee (Shantz) Hart is warranted.
Great Southern Bancorp, Inc.	05/08/2024	Management	3	Elect Director Joseph W. Turner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Turner and Thomas Carlson are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Carlson are also warranted for serving as a non-independent member of a key board committee. A vote FOR Debra Mallonee (Shantz) Hart is warranted.
Great Southern Bancorp, Inc.	05/08/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:- The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards;- Equity awards allow for auto-accelerated vesting upon a change-in-control event;- The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives;- The company has legacy arrangements that contain excessive severance provisions; and- The amount of aggregate perquisites provided to the CEO is considered excessive.
Great Southern Bancorp, Inc.	05/08/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Great Southern Bancorp, Inc.	05/08/2024	Management	6	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: - the non-auditing consulting fees represent more than 25 percent of total fees paid; and - the auditor's tenure at the company exceeds seven years.
Green Brick Partners, Inc.	06/11/2024	Management	1	Elect Director Elizabeth K. Blake	For	For	Withhold	Withhold	WITHHOLD votes for Elizabeth (Liz) Blake are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Green Brick Partners, Inc.	06/11/2024	Management	2	Elect Director Harry Brandler	For	For	For	For	WITHHOLD votes for Elizabeth (Liz) Blake are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/11/2024	Management	3	Elect Director James R. Brickman	For	For	For	For	WITHHOLD votes for Elizabeth (Liz) Blake are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/11/2024	Management	4	Elect Director David Einhorn	For	For	For	For	WITHHOLD votes for Elizabeth (Liz) Blake are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/11/2024	Management	5	Elect Director Kathleen Olsen	For	For	Withhold	Withhold	WITHHOLD votes for Elizabeth (Liz) Blake are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/11/2024	Management	6	Elect Director Richard S. Press	For	For	Withhold	Withhold	WITHHOLD votes for Elizabeth (Liz) Blake are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/11/2024	Management	7	Elect Director Lila Manassa Murphy	For	For	Withhold	Withhold	WITHHOLD votes for Elizabeth (Liz) Blake are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/11/2024	Management	8	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Green Brick Partners, Inc.	06/11/2024	Management	9	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Green Dot Corporation	05/22/2024	Management	1	Elect Director J. Chris Brewster	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/22/2024	Management	2	Elect Director Saturnino "Nino" Fanlo	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/22/2024	Management	3	Elect Director George Gresham	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/22/2024	Management	4	Elect Director William I Jacobs	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/22/2024	Management	5	Elect Director Robert Millard	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/22/2024	Management	6	Elect Director Michelleta "Mich" Razon	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/22/2024	Management	7	Elect Director Ellen Richey	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/22/2024	Management	8	Elect Director George T. Shaheen	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/22/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Green Dot Corporation	05/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Green Dot Corporation	05/22/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.68 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Green Plains Inc.	05/07/2024	Management	1	Elect Director James D. Anderson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Anderson, Todd Becker, Brian Peterson and Alain Treuer are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Anderson, Brian Peterson and Alain Treuer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Green Plains Inc.	05/07/2024	Management	2	Elect Director Todd A. Becker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Anderson, Todd Becker, Brian Peterson and Alain Treuer are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Anderson, Brian Peterson and Alain Treuer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Green Plains Inc.	05/07/2024	Management	3	Elect Director Ejnar A. Knudsen, III	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) Anderson, Todd Becker, Brian Peterson and Alain Treuer are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Anderson, Brian Peterson and Alain Treuer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Green Plains Inc.	05/07/2024	Management	4	Elect Director Brian Peterson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Anderson, Todd Becker, Brian Peterson and Alain Treuer are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Anderson, Brian Peterson and Alain Treuer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Green Plains Inc.	05/07/2024	Management	5	Elect Director Alain Treuer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Anderson, Todd Becker, Brian Peterson and Alain Treuer are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Anderson, Brian Peterson and Alain Treuer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Green Plains Inc.	05/07/2024	Management	6	Elect Director Kimberly Wagner	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) Anderson, Todd Becker, Brian Peterson and Alain Treuer are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Anderson, Brian Peterson and Alain Treuer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Green Plains Inc.	05/07/2024	Management	7	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Green Plains Inc.	05/07/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided a tax gross-up for the CEO's miscellaneous perquisites related to insurance and disability premiums.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Greif, Inc.	02/26/2024	Management	1	Elect Director Ole G. Rosgaard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members John McNamara, Frank Miller, and Kimberly (Kim) Scott are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/26/2024	Management	2	Elect Director Vicki L. Avril-Groves	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members John McNamara, Frank Miller, and Kimberly (Kim) Scott are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/26/2024	Management	3	Elect Director Bruce A. Edwards	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members John McNamara, Frank Miller, and Kimberly (Kim) Scott are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/26/2024	Management	4	Elect Director Mark A. Emkes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members John McNamara, Frank Miller, and Kimberly (Kim) Scott are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/26/2024	Management	5	Elect Director John W. McNamara	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members John McNamara, Frank Miller, and Kimberly (Kim) Scott are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Greif, Inc.	02/26/2024	Management	6	Elect Director Frank C. Miller	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members John McNamara, Frank Miller, and Kimberly (Kim) Scott are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/26/2024	Management	7	Elect Director Karen A. Morrison	For	For	For	For	WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members John McNamara, Frank Miller, and Kimberly (Kim) Scott are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/26/2024	Management	8	Elect Director Robert M. Patterson	For	For	For	For	WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members John McNamara, Frank Miller, and Kimberly (Kim) Scott are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/26/2024	Management	9	Elect Director Kimberly T. Scott	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Vicki Avril-Groves, Mark Emkes, John McNamara and Frank Miller are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members John McNamara, Frank Miller, and Kimberly (Kim) Scott are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/26/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Griffon Corporation	03/20/2024	Management	1	Elect Director Henry A. Alpert	For	For	Withhold	Withhold	WITHHOLD votes for Henry Alpert and Kevin Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Griffon Corporation	03/20/2024	Management	2	Elect Director Jerome L. Coben	For	For	For	For	WITHHOLD votes for Henry Alpert and Kevin Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Griffon Corporation	03/20/2024	Management	3	Elect Director Travis W. Cocke *Withdrawn*					
Griffon Corporation	03/20/2024	Management	4	Elect Director H. C. Charles Diao	For	For	For	For	WITHHOLD votes for Henry Alpert and Kevin Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Griffon Corporation	03/20/2024	Management	5	Elect Director Louis J. Grabowsky	For	For	For	For	WITHHOLD votes for Henry Alpert and Kevin Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Griffon Corporation	03/20/2024	Management	6	Elect Director Lacy M. Johnson	For	For	For	For	WITHHOLD votes for Henry Alpert and Kevin Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Griffon Corporation	03/20/2024	Management	7	Elect Director Ronald J. Kramer	For	For	For	For	WITHHOLD votes for Henry Alpert and Kevin Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Griffon Corporation	03/20/2024	Management	8	Elect Director Victor Eugene Renuart	For	For	For	For	WITHHOLD votes for Henry Alpert and Kevin Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Griffon Corporation	03/20/2024	Management	9	Elect Director James W. Sight	For	For	For	For	WITHHOLD votes for Henry Alpert and Kevin Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Griffon Corporation	03/20/2024	Management	10	Elect Director Samanta Hegedus Stewart	For	For	For	For	WITHHOLD votes for Henry Alpert and Kevin Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Griffon Corporation	03/20/2024	Management	11	Elect Director Kevin F. Sullivan	For	For	Withhold	Withhold	WITHHOLD votes for Henry Alpert and Kevin Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Griffon Corporation	03/20/2024	Management	12	Elect Director Michelle L. Taylor	For	For	For	For	WITHHOLD votes for Henry Alpert and Kevin Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Griffon Corporation	03/20/2024	Management	13	Elect Director Cheryl L. Turnbull	For	For	For	For	WITHHOLD votes for Henry Alpert and Kevin Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Griffon Corporation	03/20/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Griffon Corporation	03/20/2024	Management	15	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Griffon Corporation	03/20/2024	Management	16	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Group 1 Automotive, Inc.	05/15/2024	Management	1	Elect Director Carin M. Barth	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair MaryAnn Wright are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/15/2024	Management	2	Elect Director Daryl A. Kenningham	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair MaryAnn Wright are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/15/2024	Management	3	Elect Director Steven C. Mizell	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair MaryAnn Wright are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/15/2024	Management	4	Elect Director Lincoln Pereira Filho	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair MaryAnn Wright are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Group 1 Automotive, Inc.	05/15/2024	Management	5	Elect Director Stephen D. Quinn	For	For	Against	Against	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair MaryAnn Wright are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/15/2024	Management	6	Elect Director Steven P. Stanbrook	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair MaryAnn Wright are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/15/2024	Management	7	Elect Director Charles L. Szews	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair MaryAnn Wright are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/15/2024	Management	8	Elect Director Anne Taylor	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair MaryAnn Wright are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/15/2024	Management	9	Elect Director MaryAnn Wright	For	For	Against	Against	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair MaryAnn Wright are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Group 1 Automotive, Inc.	05/15/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Group 1 Automotive, Inc.	05/15/2024	Management	12	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Group 1 Automotive, Inc.	05/15/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
GrowGeneration, Corp.	06/20/2024	Management	1	Elect Director Darren Lampert	For	For	For	For	WITHHOLD votes for incumbent Audit Committee members Eula Adams and Stephen (Steven) Aiello are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
GrowGeneration, Corp.	06/20/2024	Management	2	Elect Director Michael Salaman	For	For	For	For	WITHHOLD votes for incumbent Audit Committee members Eula Adams and Stephen (Steven) Aiello are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
GrowGeneration, Corp.	06/20/2024	Management	3	Elect Director Eula Adams	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members Eula Adams and Stephen (Steven) Aiello are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
GrowGeneration, Corp.	06/20/2024	Management	4	Elect Director Stephen Aiello	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members Eula Adams and Stephen (Steven) Aiello are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
GrowGeneration, Corp.	06/20/2024	Management	5	Elect Director Star Carter	For	For	For	For	WITHHOLD votes for incumbent Audit Committee members Eula Adams and Stephen (Steven) Aiello are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
GrowGeneration, Corp.	06/20/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
GrowGeneration, Corp.	06/20/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan permits the transferability of outstanding awards, including stock options, to financial institutions without prior shareholder approval (overriding factor). * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
GrowGeneration, Corp.	06/20/2024	Management	8	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Guaranty Bancshares, Inc.	05/15/2024	Management	1	Elect Director James S. Bunch	For	Against	Against	Against	Votes AGAINST non-independent nominees Christopher (Chris) Elliott, James (Jim) Bunch, and Sondra Cunningham are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Elliott and James (Jim) Bunch are also warranted for serving as non-independent members of a key board committee. A vote AGAINST governance committee members Christopher (Chris) Elliott and James (Jim) Bunch is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote AGAINST nominating committee chair Christopher (Chris) Elliott is further warranted for lack of racial or ethnic diversity on the board.
Guaranty Bancshares, Inc.	05/15/2024	Management	2	Elect Director Sondra Cunningham	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher (Chris) Elliott, James (Jim) Bunch, and Sondra Cunningham are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Elliott and James (Jim) Bunch are also warranted for serving as non-independent members of a key board committee. A vote AGAINST governance committee members Christopher (Chris) Elliott and James (Jim) Bunch is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote AGAINST nominating committee chair Christopher (Chris) Elliott is further warranted for lack of racial or ethnic diversity on the board.
Guaranty Bancshares, Inc.	05/15/2024	Management	3	Elect Director Christopher B. Elliott	For	Against	Against	Against	Votes AGAINST non-independent nominees Christopher (Chris) Elliott, James (Jim) Bunch, and Sondra Cunningham are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Elliott and James (Jim) Bunch are also warranted for serving as non-independent members of a key board committee. A vote AGAINST governance committee members Christopher (Chris) Elliott and James (Jim) Bunch is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote AGAINST nominating committee chair Christopher (Chris) Elliott is further warranted for lack of racial or ethnic diversity on the board.
Guaranty Bancshares, Inc.	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Guaranty Bancshares, Inc.	05/15/2024	Management	5	Ratify Whitley Penn LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gulf Island Fabrication, Inc.	05/16/2024	Management	1	Elect Director Robert M. Averick	For	For	For	For	A vote FOR all director nominees is warranted.
Gulf Island Fabrication, Inc.	05/16/2024	Management	2	Elect Director William E. Chiles	For	For	For	For	A vote FOR all director nominees is warranted.
Gulf Island Fabrication, Inc.	05/16/2024	Management	3	Elect Director Richard W. Heo	For	For	For	For	A vote FOR all director nominees is warranted.
Gulf Island Fabrication, Inc.	05/16/2024	Management	4	Elect Director Michael J. Keefe	For	For	For	For	A vote FOR all director nominees is warranted.
Gulf Island Fabrication, Inc.	05/16/2024	Management	5	Elect Director Cheryl D. Richard	For	For	For	For	A vote FOR all director nominees is warranted.
Gulf Island Fabrication, Inc.	05/16/2024	Management	6	Elect Director Jay R. Troger	For	For	For	For	A vote FOR all director nominees is warranted.
Gulf Island Fabrication, Inc.	05/16/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Gulf Island Fabrication, Inc.	05/16/2024	Management	8	Ratify Ernst & Young LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gulfport Energy Corporation	05/22/2024	Management	1	Elect Director Timothy Cutt	For	For	For	For	A vote FOR the director nominees is warranted.
Gulfport Energy Corporation	05/22/2024	Management	2	Elect Director David Wolf	For	For	For	For	A vote FOR the director nominees is warranted.
Gulfport Energy Corporation	05/22/2024	Management	3	Elect Director Jason Martinez	For	For	For	For	A vote FOR the director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Gulfport Energy Corporation	05/22/2024	Management	4	Elect Director Jeannie Powers	For	For	For	For	A vote FOR the director nominees is warranted.
Gulfport Energy Corporation	05/22/2024	Management	5	Elect Director David Reganato	For	For	For	For	A vote FOR the director nominees is warranted.
Gulfport Energy Corporation	05/22/2024	Management	6	Elect Director John Reinhart	For	For	For	For	A vote FOR the director nominees is warranted.
Gulfport Energy Corporation	05/22/2024	Management	7	Elect Director Mary Shafer-Malicki	For	For	For	For	A vote FOR the director nominees is warranted.
Gulfport Energy Corporation	05/22/2024	Management	8	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gulfport Energy Corporation	05/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
GXO Logistics, Inc.	05/21/2024	Management	1	Elect Director Brad Jacobs	For	For	For	For	A vote FOR the director nominees is warranted.
GXO Logistics, Inc.	05/21/2024	Management	2	Elect Director Marlene Colucci	For	For	For	For	A vote FOR the director nominees is warranted.
GXO Logistics, Inc.	05/21/2024	Management	3	Elect Director Oren Shaffer	For	For	For	For	A vote FOR the director nominees is warranted.
GXO Logistics, Inc.	05/21/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
GXO Logistics, Inc.	05/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
GXO Logistics, Inc.	05/21/2024	Management	6	Amend Certificate of Incorporation to Update the Exculpation Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
H&E Equipment Services, Inc.	05/16/2024	Management	1	Elect Director John M. Engquist	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Gary Bagley, Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/16/2024	Management	2	Elect Director Bradley W. Barber	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Gary Bagley, Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/16/2024	Management	3	Elect Director Paul N. Arnold	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Gary Bagley, Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/16/2024	Management	4	Elect Director Gary W. Bagley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Gary Bagley, Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/16/2024	Management	5	Elect Director Bruce C. Bruckmann	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Gary Bagley, Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
H&E Equipment Services, Inc.	05/16/2024	Management	6	Elect Director Patrick L. Edsell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Gary Bagley, Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/16/2024	Management	7	Elect Director Thomas J. Galligan, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Gary Bagley, Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/16/2024	Management	8	Elect Director Lawrence C. Karlson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Gary Bagley, Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/16/2024	Management	9	Elect Director Jacob Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Gary Bagley, Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/16/2024	Management	10	Elect Director Mary P. Thompson	For	For	For	For	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Gary Bagley, Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/16/2024	Management	11	Elect Director Suzanne H. Wood	For	For	For	For	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Gary Bagley, Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/16/2024	Management	12	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
H&E Equipment Services, Inc.	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
H&E Equipment Services, Inc.	05/16/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
H.B. Fuller Company	04/11/2024	Management	1	Elect Director Thomas W. Handley	For	For	Withhold	Withhold	WITHHOLD votes for Thomas (Tom) Handley are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
H.B. Fuller Company	04/11/2024	Management	2	Elect Director Ruth S. Kimmelschue	For	For	For	For	WITHHOLD votes for Thomas (Tom) Handley are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
H.B. Fuller Company	04/11/2024	Management	3	Elect Director Srilata A. Zaheer	For	For	For	For	WITHHOLD votes for Thomas (Tom) Handley are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
H.B. Fuller Company	04/11/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
H.B. Fuller Company	04/11/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's relocation perquisite.
Hallador Energy Company	05/30/2024	Management	1	Elect Director Brent K. Bilsland	For	For	Against	Against	Votes AGAINST non-independent nominees Brent Bilsland, David Hardie and Bryan Lawrence are warranted for lack of a majority independent board. Votes AGAINST David Hardie and Bryan Lawrence are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members David Hardie, Bryan Lawrence and David Lubar are warranted as the board approved a new severance agreement in the past year that contains a single trigger provision. Votes AGAINST Nominating Committee chairman Charles Wesley IV are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Zarrell Gray is warranted.
Hallador Energy Company	05/30/2024	Management	2	Elect Director Zarrell Gray	For	For	For	For	Votes AGAINST non-independent nominees Brent Bilsland, David Hardie and Bryan Lawrence are warranted for lack of a majority independent board. Votes AGAINST David Hardie and Bryan Lawrence are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members David Hardie, Bryan Lawrence and David Lubar are warranted as the board approved a new severance agreement in the past year that contains a single trigger provision. Votes AGAINST Nominating Committee chairman Charles Wesley IV are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Zarrell Gray is warranted.
Hallador Energy Company	05/30/2024	Management	3	Elect Director David C. Hardie	For	For	Against	Against	Votes AGAINST non-independent nominees Brent Bilsland, David Hardie and Bryan Lawrence are warranted for lack of a majority independent board. Votes AGAINST David Hardie and Bryan Lawrence are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members David Hardie, Bryan Lawrence and David Lubar are warranted as the board approved a new severance agreement in the past year that contains a single trigger provision. Votes AGAINST Nominating Committee chairman Charles Wesley IV are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Zarrell Gray is warranted.
Hallador Energy Company	05/30/2024	Management	4	Elect Director Bryan H. Lawrence	For	For	Against	Against	Votes AGAINST non-independent nominees Brent Bilsland, David Hardie and Bryan Lawrence are warranted for lack of a majority independent board. Votes AGAINST David Hardie and Bryan Lawrence are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members David Hardie, Bryan Lawrence and David Lubar are warranted as the board approved a new severance agreement in the past year that contains a single trigger provision. Votes AGAINST Nominating Committee chairman Charles Wesley IV are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Zarrell Gray is warranted.
Hallador Energy Company	05/30/2024	Management	5	Elect Director David J. Lubar	For	For	Against	Against	Votes AGAINST non-independent nominees Brent Bilsland, David Hardie and Bryan Lawrence are warranted for lack of a majority independent board. Votes AGAINST David Hardie and Bryan Lawrence are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members David Hardie, Bryan Lawrence and David Lubar are warranted as the board approved a new severance agreement in the past year that contains a single trigger provision. Votes AGAINST Nominating Committee chairman Charles Wesley IV are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Zarrell Gray is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hallador Energy Company	05/30/2024	Management	6	Elect Director Charles R. Wesley, IV	For	Against	Against	Against	Votes AGAINST non-independent nominees Brent Bilsland, David Hardie and Bryan Lawrence are warranted for lack of a majority independent board. Votes AGAINST David Hardie and Bryan Lawrence are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members David Hardie, Bryan Lawrence and David Lubar are warranted as the board approved a new severance agreement in the past year that contains a single trigger provision. Votes AGAINST Nominating Committee chairman Charles Wesley IV are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Zarell Gray is warranted.
Hallador Energy Company	05/30/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
Hallador Energy Company	05/30/2024	Management	8	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Halozyme Therapeutics, Inc.	04/25/2024	Management	1	Elect Director Barbara Duncan	For	For	For	For	A vote FOR all director nominees is warranted.
Halozyme Therapeutics, Inc.	04/25/2024	Management	2	Elect Director Mahesh Krishnan	For	For	For	For	A vote FOR all director nominees is warranted.
Halozyme Therapeutics, Inc.	04/25/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Halozyme Therapeutics, Inc.	04/25/2024	Management	4	Amend Certificate of Incorporation to Reflect Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Halozyme Therapeutics, Inc.	04/25/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hamilton Beach Brands Holding Company	05/09/2024	Management	1	Elect Director Mark R. Belgya	For	For	For	For	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for compensation committee chair James Ratner are further warranted due to consecutive years of high pay to the chairman of the board without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/09/2024	Management	2	Elect Director J.C. Butler, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for compensation committee chair James Ratner are further warranted due to consecutive years of high pay to the chairman of the board without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.



# B.1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hamilton Beach Brands Holding Company	05/09/2024	Management	3	Elect Director Paul D. Furlow	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for compensation committee chair James Ratner are further warranted due to consecutive years of high pay to the chairman of the board without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/09/2024	Management	4	Elect Director John P. Jumper	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for compensation committee chair James Ratner are further warranted due to consecutive years of high pay to the chairman of the board without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/09/2024	Management	5	Elect Director Dennis W. LaBarre	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for compensation committee chair James Ratner are further warranted due to consecutive years of high pay to the chairman of the board without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/09/2024	Management	6	Elect Director Michael S. Miller	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for compensation committee chair James Ratner are further warranted due to consecutive years of high pay to the chairman of the board without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hamilton Beach Brands Holding Company	05/09/2024	Management	7	Elect Director Alfred M. Rankin, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for compensation committee chair James Ratner are further warranted due to consecutive years of high pay to the chairman of the board without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/09/2024	Management	8	Elect Director Thomas T. Rankin	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for compensation committee chair James Ratner are further warranted due to consecutive years of high pay to the chairman of the board without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/09/2024	Management	9	Elect Director James A. Ratner	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for compensation committee chair James Ratner are further warranted due to consecutive years of high pay to the chairman of the board without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/09/2024	Management	10	Elect Director Gregory H. Trepp	For	For	For	For	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for compensation committee chair James Ratner are further warranted due to consecutive years of high pay to the chairman of the board without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hamilton Beach Brands Holding Company	05/09/2024	Management	11	Elect Director Clara R. Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for compensation committee chair James Ratner are further warranted due to consecutive years of high pay to the chairman of the board without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Hamilton Beach Brands Holding Company	05/09/2024	Management	13	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Additionally, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
Hamilton Beach Brands Holding Company	05/09/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Hamilton Beach Brands Holding Company	05/09/2024	Management	15	Amend Non-Employee Director Stock Option Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The plan does not allow for repricing of stock options without prior shareholder approval; and * The equity burn rate is reasonable.
Hamilton Beach Brands Holding Company	05/09/2024	Management	16	Amend Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to top executives during the last fiscal year exceeds 15 percent of total awards.
Hancock Whitney Corporation	04/24/2024	Management	1	Elect Director John M. Hairston	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jerry Levens, John Hairston and Christine Pickering are warranted for lack of a majority independent board. WITHHOLD votes for Jerry Levens and Christine Pickering are also warranted for serving as non-independent members of a key board committee. A vote FOR Suzette K. Kent is warranted.
Hancock Whitney Corporation	04/24/2024	Management	2	Elect Director Suzette K. Kent	For	For	For	For	WITHHOLD votes for non-independent nominees Jerry Levens, John Hairston and Christine Pickering are warranted for lack of a majority independent board. WITHHOLD votes for Jerry Levens and Christine Pickering are also warranted for serving as non-independent members of a key board committee. A vote FOR Suzette K. Kent is warranted.
Hancock Whitney Corporation	04/24/2024	Management	3	Elect Director Jerry L. Levens	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jerry Levens, John Hairston and Christine Pickering are warranted for lack of a majority independent board. WITHHOLD votes for Jerry Levens and Christine Pickering are also warranted for serving as non-independent members of a key board committee. A vote FOR Suzette K. Kent is warranted.
Hancock Whitney Corporation	04/24/2024	Management	4	Elect Director Christine L. Pickering	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jerry Levens, John Hairston and Christine Pickering are warranted for lack of a majority independent board. WITHHOLD votes for Jerry Levens and Christine Pickering are also warranted for serving as non-independent members of a key board committee. A vote FOR Suzette K. Kent is warranted.
Hancock Whitney Corporation	04/24/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Hancock Whitney Corporation	04/24/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hanmi Financial Corporation	05/22/2024	Management	1	Elect Director John J. Ahn	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/22/2024	Management	2	Elect Director Christie K. Chu	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/22/2024	Management	3	Elect Director Harry H. Chung	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/22/2024	Management	4	Elect Director Bonita I. Lee	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/22/2024	Management	5	Elect Director Gloria J. Lee	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hanmi Financial Corporation	05/22/2024	Management	6	Elect Director James A. Marasco	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/22/2024	Management	7	Elect Director David L. Rosenblum	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/22/2024	Management	8	Elect Director Thomas J. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/22/2024	Management	9	Elect Director Michael M. Yang	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/22/2024	Management	10	Elect Director Gideon Yu	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Hanmi Financial Corporation	05/22/2024	Management	12	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
HarborOne Bancorp, Inc.	05/15/2024	Management	1	Elect Director Mandy Lee Berman	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Mandy Berman and Anne Margulies are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR William A. Payne is warranted.
HarborOne Bancorp, Inc.	05/15/2024	Management	2	Elect Director Anne H. Margulies	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Mandy Berman and Anne Margulies are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR William A. Payne is warranted.
HarborOne Bancorp, Inc.	05/15/2024	Management	3	Elect Director William A. Payne	For	For	For	For	WITHHOLD votes for governance committee members Mandy Berman and Anne Margulies are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR William A. Payne is warranted.
HarborOne Bancorp, Inc.	05/15/2024	Management	4	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
HarborOne Bancorp, Inc.	05/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The board adjusted performance metrics/goals in the incentive program during the performance period; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company provided the CEO an inordinate amount of aggregate perquisites.
Harley-Davidson, Inc.	05/16/2024	Management	1	Elect Director Troy Alstead	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	2	Elect Director Jared D. Dourdeville	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	3	Elect Director James Duncan Farley, Jr.	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	4	Elect Director Allan Golston	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	5	Elect Director Sara Levinson	For	For	Withhold	Withhold	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	6	Elect Director Norman Thomas Linebarger	For	For	Withhold	Withhold	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Harley-Davidson, Inc.	05/16/2024	Management	7	Elect Director Rafah Masood	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	8	Elect Director Maryrose Sylvester	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	9	Elect Director Jochen Zeitz	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites. Additionally, the compensation committee was sufficiently responsive to shareholders' concerns after last year's relatively low say-on-pay vote. However, an unmitigated pay-for-performance misalignment exists for the third successive year. While long-term incentives will implement a three-year performance period beginning with FY24 awards, FY23 grants continued to use annual performance periods with limited disclosure of goals, and the CEO received entirely time-vesting equity awards. In addition, the CEO received a sizable supplemental annual bonus opportunity which was fully earned, with limited disclosure of how the committee determined the award's magnitude, goals, and total achievement.
Harley-Davidson, Inc.	05/16/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Harvard Bioscience, Inc.	05/14/2024	Management	1	Elect Director Alan Edrick	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominee Alan Edrick for lack of racial and ethnic diversity on the board.
Harvard Bioscience, Inc.	05/14/2024	Management	2	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Harvard Bioscience, Inc.	05/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Hasbro, Inc.	05/16/2024	Management	1	Elect Director Hope F. Cochran	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	2	Elect Director Christian P. Cocks	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	3	Elect Director Lisa Gersh	For	For	Against	Against	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	4	Elect Director Frank D. Gibeau	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	5	Elect Director Elizabeth Hamren	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	6	Elect Director Darin S. Harris	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	7	Elect Director Blake J. Jorgensen	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	8	Elect Director Owen Mahoney	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	9	Elect Director Laurel J. Richie	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	10	Elect Director Richard S. Stoddart	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hasbro, Inc.	05/16/2024	Management	11	Elect Director Mary Beth West	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Hasbro, Inc.	05/16/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hasbro, Inc.	05/16/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
HashiCorp, Inc.	06/25/2024	Management	1	Elect Director Armon Dadgar	For	Withhold	Withhold	Withhold	WITHHOLD are warranted for all incumbent director nominees for failing to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.
HashiCorp, Inc.	06/25/2024	Management	2	Elect Director David McJannet	For	Withhold	Withhold	Withhold	WITHHOLD are warranted for all incumbent director nominees for failing to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.
HashiCorp, Inc.	06/25/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists for the year under consideration, and certain positive factors identified in annual incentive program do not sufficiently mitigate the misalignment. CEO McJannet's total compensation nearly doubled year-over-year due to a relatively large equity award that was entirely time-vesting and was not accompanied by a compelling rationale.
HashiCorp, Inc.	06/25/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Haverty Furniture Companies, Inc.	05/06/2024	Management	1	Elect Director Michael R. Cote	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member G. Thomas (Tom) Hough are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Haverty Furniture Companies, Inc.	05/06/2024	Management	2	Elect Director G. Thomas Hough	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Governance Committee member G. Thomas (Tom) Hough are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Haverty Furniture Companies, Inc.	05/06/2024	Management	3	Elect Director Clarence H. Smith	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member G. Thomas (Tom) Hough are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Haverty Furniture Companies, Inc.	05/06/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Haverty Furniture Companies, Inc.	05/06/2024	Management	5	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	1	Elect Director Thomas B. Fargo	For	For	Against	Against	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	2	Elect Director Celeste A. Connors	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	3	Elect Director Elisia K. Flores	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hawaiian Electric Industries, Inc.	05/13/2024	Management	4	Elect Director Peggy Y. Fowler	For	For	Against	Against	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	5	Elect Director Micah A. Kane	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	6	Elect Director William James Scilacci, Jr.	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	7	Elect Director Scott W. H. Seu	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Hawaiian Electric Industries, Inc.	05/13/2024	Management	9	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Hawaiian Holdings, Inc.	05/15/2024	Management	1	Elect Director Wendy A. Beck	For	For	For	For	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/15/2024	Management	2	Elect Director Earl E. Fry	For	For	For	For	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/15/2024	Management	3	Elect Director Lawrence S. Hershfield	For	For	Withhold	Withhold	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/15/2024	Management	4	Elect Director C. Jayne Hrdlicka	For	For	For	For	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/15/2024	Management	5	Elect Director Peter R. Ingram	For	For	For	For	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/15/2024	Management	6	Elect Director Michael E. McNamara	For	For	For	For	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/15/2024	Management	7	Elect Director Crystal K. Rose	For	For	Withhold	Withhold	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/15/2024	Management	8	Elect Director Craig E. Vosburg	For	For	For	For	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/15/2024	Management	9	Elect Director Richard N. Zwern	For	For	Withhold	Withhold	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/15/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hawaiian Holdings, Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's personal use of corporate aircraft perquisite.
Hawaiian Holdings, Inc.	05/15/2024	Management	12	Approve Issuance of Common Stock Upon the Exercise of Warrants	For	For	For	For	A vote FOR this proposal is warranted. Although the warrant exercise would be dilutive, the strategic transaction underlying the issuance appears strategically favorable and investors reacted favorably to the announcement of the transaction.
Hawaiian Holdings, Inc.	05/15/2024	Management	13	Please Check if Owner of Record is a U.S. Citizen	None	Refer	Refer	For	A REFER recommendation is warranted given that shareholders need to evaluate this item based on their circumstances.
Haynes International, Inc.	02/21/2024	Management	1	Elect Director Robert H. Getz	For	For	Against	Against	Votes AGAINST Robert Getz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/21/2024	Management	2	Elect Director Dawne S. Hickton	For	For	For	For	Votes AGAINST Robert Getz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/21/2024	Management	3	Elect Director Alicia B. Masse	For	For	For	For	Votes AGAINST Robert Getz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/21/2024	Management	4	Elect Director Brian R. Shelton	For	For	For	For	Votes AGAINST Robert Getz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/21/2024	Management	5	Elect Director Michael L. Shor	For	For	For	For	Votes AGAINST Robert Getz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/21/2024	Management	6	Elect Director Larry O. Spencer	For	For	For	For	Votes AGAINST Robert Getz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/21/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Haynes International, Inc.	02/21/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Haynes International, Inc.	04/16/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted, given the reasonably thorough sales process, the premium to the stock's five-year high closing price and to the acquirer's initial offer, and the cash form of consideration, which provides liquidity and certainty of value to HAYN shareholders.
Haynes International, Inc.	04/16/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Though equity will auto-accelerate at the time of merger, cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable. Further, though some NEOs will receive a retention bonus, the amounts appear modest, and a portion will only pay out if the NEO remains with the company post-merger.
Haynes International, Inc.	04/16/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
Hayward Holdings, Inc.	05/30/2024	Management	1	Elect Director Diane S. Dayhoff	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Stephen (Steve) Felice given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Hayward Holdings, Inc.	05/30/2024	Management	2	Elect Director Stephen J. Felice	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Stephen (Steve) Felice given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hayward Holdings, Inc.	05/30/2024	Management	3	Elect Director Kevin P. Holleran	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Stephen (Steve) Felice given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Hayward Holdings, Inc.	05/30/2024	Management	4	Elect Director Lori A. Walker	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Stephen (Steve) Felice given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Hayward Holdings, Inc.	05/30/2024	Management	5	Elect Director Lawrence H. Silber	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Stephen (Steve) Felice given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Hayward Holdings, Inc.	05/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for certain executives' relocation perquisite.
Hayward Holdings, Inc.	05/30/2024	Management	7	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HBT Financial, Inc.	05/28/2024	Management	1	Elect Director Roger A. Baker	For	For	For	For	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/28/2024	Management	2	Elect Director C. Alvin Bowman	For	For	For	For	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/28/2024	Management	3	Elect Director Eric E. Burwell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/28/2024	Management	4	Elect Director Patrick F. Busch	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/28/2024	Management	5	Elect Director J. Lance Carter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/28/2024	Management	6	Elect Director Allen C. Drake	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HBT Financial, Inc.	05/28/2024	Management	7	Elect Director Fred L. Drake	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/28/2024	Management	8	Elect Director Linda J. Koch	For	For	For	For	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/28/2024	Management	9	Elect Director Gerald E. Pfeiffer	For	For	For	For	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/28/2024	Management	10	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
HCI Group, Inc.	06/11/2024	Management	1	Elect Director Karin Coleman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Karin Coleman are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
HCI Group, Inc.	06/11/2024	Management	2	Elect Director Eric Hoffman	For	For	For	For	WITHHOLD votes for non-independent nominee Karin Coleman are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
HCI Group, Inc.	06/11/2024	Management	3	Elect Director Sue Watts	For	For	For	For	WITHHOLD votes for non-independent nominee Karin Coleman are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
HCI Group, Inc.	06/11/2024	Management	4	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HCI Group, Inc.	06/11/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Health Catalyst, Inc.	06/13/2024	Management	1	Elect Director Daniel Burton	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for John (Jack) Kane, Daniel (Dan) Burton, and Julie Larson-Green given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Health Catalyst, Inc.	06/13/2024	Management	2	Elect Director John A. Kane	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for John (Jack) Kane, Daniel (Dan) Burton, and Julie Larson-Green given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Health Catalyst, Inc.	06/13/2024	Management	3	Elect Director Julie Larson-Green	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for John (Jack) Kane, Daniel (Dan) Burton, and Julie Larson-Green given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Health Catalyst, Inc.	06/13/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Health Catalyst, Inc.	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
HealthEquity, Inc.	06/27/2024	Management	1	Elect Director Robert Selander	For	For	For	For	A vote FOR all director nominees is warranted.
HealthEquity, Inc.	06/27/2024	Management	2	Elect Director Jon Kessler	For	For	For	For	A vote FOR all director nominees is warranted.
HealthEquity, Inc.	06/27/2024	Management	3	Elect Director Stephen Neeleman	For	For	For	For	A vote FOR all director nominees is warranted.
HealthEquity, Inc.	06/27/2024	Management	4	Elect Director Paul Black	For	For	For	For	A vote FOR all director nominees is warranted.
HealthEquity, Inc.	06/27/2024	Management	5	Elect Director Adrian Dillon	For	For	For	For	A vote FOR all director nominees is warranted.
HealthEquity, Inc.	06/27/2024	Management	6	Elect Director Evelyn Dilsaver	For	For	For	For	A vote FOR all director nominees is warranted.
HealthEquity, Inc.	06/27/2024	Management	7	Elect Director Debra McCowan	For	For	For	For	A vote FOR all director nominees is warranted.
HealthEquity, Inc.	06/27/2024	Management	8	Elect Director Rajesh Natarajan	For	For	For	For	A vote FOR all director nominees is warranted.
HealthEquity, Inc.	06/27/2024	Management	9	Elect Director Stuart Parker	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HealthEquity, Inc.	06/27/2024	Management	10	Elect Director Gayle Wellborn	For	For	For	For	A vote FOR all director nominees is warranted.
HealthEquity, Inc.	06/27/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HealthEquity, Inc.	06/27/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
HealthEquity, Inc.	06/27/2024	Management	13	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
HealthStream, Inc.	05/30/2024	Management	1	Elect Director Robert A. Frist, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Frist Jr. and Frank Gordon are warranted for lack of a majority independent board. WITHHOLD votes for Frank Gordon are also warranted for serving as a non-independent member of a key board committee. A vote FOR Terry Allison Rappuhn is warranted.
HealthStream, Inc.	05/30/2024	Management	2	Elect Director Terry Allison Rappuhn	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Frist Jr. and Frank Gordon are warranted for lack of a majority independent board. WITHHOLD votes for Frank Gordon are also warranted for serving as a non-independent member of a key board committee. A vote FOR Terry Allison Rappuhn is warranted.
HealthStream, Inc.	05/30/2024	Management	3	Elect Director Frank E. Gordon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Frist Jr. and Frank Gordon are warranted for lack of a majority independent board. WITHHOLD votes for Frank Gordon are also warranted for serving as a non-independent member of a key board committee. A vote FOR Terry Allison Rappuhn is warranted.
HealthStream, Inc.	05/30/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HealthStream, Inc.	05/30/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
HealthStream, Inc.	05/30/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Heartland Express, Inc.	05/09/2024	Management	1	Elect Director Michael J. Gerdin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Brenda Neville are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
Heartland Express, Inc.	05/09/2024	Management	2	Elect Director Brenda M. Lantz	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Brenda Neville are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
Heartland Express, Inc.	05/09/2024	Management	3	Elect Director Benjamin J. Allen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Brenda Neville are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
Heartland Express, Inc.	05/09/2024	Management	4	Elect Director Brenda S. Neville	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Brenda Neville are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Heartland Express, Inc.	05/09/2024	Management	5	Elect Director James G. Pratt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Brenda Neville are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
Heartland Express, Inc.	05/09/2024	Management	6	Elect Director Michael J. Sullivan	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Brenda Neville are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
Heartland Express, Inc.	05/09/2024	Management	7	Elect Director David P. Millis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Brenda Neville are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
Heartland Express, Inc.	05/09/2024	Management	8	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Heartland Express, Inc.	05/09/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Heartland Financial USA, Inc.	05/22/2024	Management	1	Elect Director Robert B. Engel	For	For	For	For	WITHHOLD votes for John Schmidt and Duane White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	05/22/2024	Management	2	Elect Director Brad J. Henderson	For	For	For	For	WITHHOLD votes for John Schmidt and Duane White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	05/22/2024	Management	3	Elect Director Jennifer K. Hopkins	For	For	For	For	WITHHOLD votes for John Schmidt and Duane White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	05/22/2024	Management	4	Elect Director Christopher S. Hylan	For	For	For	For	WITHHOLD votes for John Schmidt and Duane White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	05/22/2024	Management	5	Elect Director Margaret Lazo	For	For	For	For	WITHHOLD votes for John Schmidt and Duane White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	05/22/2024	Management	6	Elect Director Bruce K. Lee	For	For	For	For	WITHHOLD votes for John Schmidt and Duane White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	05/22/2024	Management	7	Elect Director Susan G. Murphy	For	For	For	For	WITHHOLD votes for John Schmidt and Duane White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	05/22/2024	Management	8	Elect Director Opal G. Perry	For	For	For	For	WITHHOLD votes for John Schmidt and Duane White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	05/22/2024	Management	9	Elect Director John K. Schmidt	For	For	Withhold	Withhold	WITHHOLD votes for John Schmidt and Duane White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Heartland Financial USA, Inc.	05/22/2024	Management	10	Elect Director Paul W. Taylor	For	For	For	For	WITHHOLD votes for John Schmidt and Duane White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	05/22/2024	Management	11	Elect Director Kathryn Graves Unger	For	For	For	For	WITHHOLD votes for John Schmidt and Duane White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	05/22/2024	Management	12	Elect Director Duane E. White	For	For	Withhold	Withhold	WITHHOLD votes for John Schmidt and Duane White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	05/22/2024	Management	13	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Heartland Financial USA, Inc.	05/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's relocation perquisite.
Heartland Financial USA, Inc.	05/22/2024	Management	15	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hecla Mining Company	05/17/2024	Management	1	Elect Director Stephen F. Ralbovsky	For	For	For	For	A vote FOR the director nominees is warranted.
Hecla Mining Company	05/17/2024	Management	2	Elect Director Catherine "Cassie" J. Boggs	For	For	For	For	A vote FOR the director nominees is warranted.
Hecla Mining Company	05/17/2024	Management	3	Elect Director Mark P. Board	For	For	For	For	A vote FOR the director nominees is warranted.
Hecla Mining Company	05/17/2024	Management	4	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hecla Mining Company	05/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Heidrick & Struggles International, Inc.	05/23/2024	Management	1	Elect Director Elizabeth L. Axelrod	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/23/2024	Management	2	Elect Director Mary E. G. Bear	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/23/2024	Management	3	Elect Director John L. Berisford	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/23/2024	Management	4	Elect Director Lyle Logan	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/23/2024	Management	5	Elect Director Willem Mesdag	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/23/2024	Management	6	Elect Director Thomas L. Monahan, III	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/23/2024	Management	7	Elect Director Stacey Rauch	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/23/2024	Management	8	Elect Director Adam Warby	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Heidrick & Struggles International, Inc.	05/23/2024	Management	10	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Heidrick & Struggles International, Inc.	05/23/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Helios Technologies, Inc.	06/06/2024	Management	1	Elect Director Josef Matosevic	For	For	For	For	A vote FOR Josef Matosevic is warranted.
Helios Technologies, Inc.	06/06/2024	Management	2	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Helios Technologies, Inc.	06/06/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Helix Energy Solutions Group, Inc.	05/15/2024	Management	1	Elect Director Amerino Gatti	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Helix Energy Solutions Group, Inc.	05/15/2024	Management	2	Elect Director Diana Glassman	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Helix Energy Solutions Group, Inc.	05/15/2024	Management	3	Elect Director Owen Kratz	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Helix Energy Solutions Group, Inc.	05/15/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Helix Energy Solutions Group, Inc.	05/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Helix Energy Solutions Group, Inc.	05/15/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Herc Holdings Inc.	05/16/2024	Management	1	Elect Director Patrick D. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.
Herc Holdings Inc.	05/16/2024	Management	2	Elect Director Lawrence H. Silber	For	For	For	For	A vote FOR all director nominees is warranted.
Herc Holdings Inc.	05/16/2024	Management	3	Elect Director James H. Browning	For	For	For	For	A vote FOR all director nominees is warranted.
Herc Holdings Inc.	05/16/2024	Management	4	Elect Director Shari L. Burgess	For	For	For	For	A vote FOR all director nominees is warranted.
Herc Holdings Inc.	05/16/2024	Management	5	Elect Director Lorin Crenshaw	For	For	For	For	A vote FOR all director nominees is warranted.
Herc Holdings Inc.	05/16/2024	Management	6	Elect Director Jean K. Holley	For	For	For	For	A vote FOR all director nominees is warranted.
Herc Holdings Inc.	05/16/2024	Management	7	Elect Director Michael A. Kelly	For	For	For	For	A vote FOR all director nominees is warranted.
Herc Holdings Inc.	05/16/2024	Management	8	Elect Director Rakesh Sachdev	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Herc Holdings Inc.	05/16/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Herc Holdings Inc.	05/16/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Heritage Commerce Corp	05/23/2024	Management	1	Elect Director Julianne M. Biagini-Komas	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Jack Conner, Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp	05/23/2024	Management	2	Elect Director Bruce H. Cabral	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Jack Conner, Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp	05/23/2024	Management	3	Elect Director Jack W. Conner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Jack Conner, Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp	05/23/2024	Management	4	Elect Director Jason DiNapoli	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Jack Conner, Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp	05/23/2024	Management	5	Elect Director Stephen G. Heitel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Jack Conner, Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp	05/23/2024	Management	6	Elect Director Kamran F. Husain	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Jack Conner, Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp	05/23/2024	Management	7	Elect Director Robertson Clay Jones	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Jack Conner, Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp	05/23/2024	Management	8	Elect Director Laura Roden	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Jack Conner, Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Heritage Commerce Corp	05/23/2024	Management	9	Elect Director Marina H. Park Sutton	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Jack Conner, Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp	05/23/2024	Management	10	Elect Director Ranson W. Webster	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Jack Conner, Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp	05/23/2024	Management	11	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Heritage Commerce Corp	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Heritage Commerce Corp	05/23/2024	Management	13	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Heritage Financial Corporation	05/06/2024	Management	1	Elect Director Brian S. Charneski	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/06/2024	Management	2	Elect Director Jeffrey J. Deuel	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/06/2024	Management	3	Elect Director Trevor D. Dryer	For	For	For	For	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/06/2024	Management	4	Elect Director Kimberly T. Ellwanger	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/06/2024	Management	5	Elect Director Deborah J. Gavin	For	For	For	For	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/06/2024	Management	6	Elect Director Gail B. Giacobbe	For	For	For	For	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Heritage Financial Corporation	05/06/2024	Management	7	Elect Director Jeffrey S. Lyon	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/06/2024	Management	8	Elect Director Frederick (Fred) B. Rivera	For	For	For	For	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/06/2024	Management	9	Elect Director Brian L. Vance	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/06/2024	Management	10	Elect Director Ann Watson	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, Kimberly Ellwanger, Jeffrey (Jeff) Lyon and Ann Watson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Heritage Financial Corporation	05/06/2024	Management	12	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Heritage Insurance Holdings, Inc.	06/05/2024	Management	1	Elect Director Ernie Garateix	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Widdicombe, Ernie Garateix, Panagiotis (Pete) Apostolou, Mark Berset and Vijay Walvekar are warranted for lack of a majority independent board. WITHHOLD votes for Panagiotis (Pete) Apostolou and Vijay Walvekar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/05/2024	Management	2	Elect Director Richard Widdicombe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Widdicombe, Ernie Garateix, Panagiotis (Pete) Apostolou, Mark Berset and Vijay Walvekar are warranted for lack of a majority independent board. WITHHOLD votes for Panagiotis (Pete) Apostolou and Vijay Walvekar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/05/2024	Management	3	Elect Director Panagiotis (Pete) Apostolou	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Widdicombe, Ernie Garateix, Panagiotis (Pete) Apostolou, Mark Berset and Vijay Walvekar are warranted for lack of a majority independent board. WITHHOLD votes for Panagiotis (Pete) Apostolou and Vijay Walvekar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/05/2024	Management	4	Elect Director Irini Barlas	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Widdicombe, Ernie Garateix, Panagiotis (Pete) Apostolou, Mark Berset and Vijay Walvekar are warranted for lack of a majority independent board. WITHHOLD votes for Panagiotis (Pete) Apostolou and Vijay Walvekar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Heritage Insurance Holdings, Inc.	06/05/2024	Management	5	Elect Director Mark Berset	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Widdicombe, Ernie Garateix, Panagiotis (Pete) Apostolou, Mark Berset and Vijay Walvekar are warranted for lack of a majority independent board. WITHHOLD votes for Panagiotis (Pete) Apostolou and Vijay Walvekar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/05/2024	Management	6	Elect Director Nicholas Pappas	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Widdicombe, Ernie Garateix, Panagiotis (Pete) Apostolou, Mark Berset and Vijay Walvekar are warranted for lack of a majority independent board. WITHHOLD votes for Panagiotis (Pete) Apostolou and Vijay Walvekar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/05/2024	Management	7	Elect Director Joseph Vattamattam	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Widdicombe, Ernie Garateix, Panagiotis (Pete) Apostolou, Mark Berset and Vijay Walvekar are warranted for lack of a majority independent board. WITHHOLD votes for Panagiotis (Pete) Apostolou and Vijay Walvekar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/05/2024	Management	8	Elect Director Vijay Walvekar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Widdicombe, Ernie Garateix, Panagiotis (Pete) Apostolou, Mark Berset and Vijay Walvekar are warranted for lack of a majority independent board. WITHHOLD votes for Panagiotis (Pete) Apostolou and Vijay Walvekar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/05/2024	Management	9	Elect Director Paul L. Whiting	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Widdicombe, Ernie Garateix, Panagiotis (Pete) Apostolou, Mark Berset and Vijay Walvekar are warranted for lack of a majority independent board. WITHHOLD votes for Panagiotis (Pete) Apostolou and Vijay Walvekar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/05/2024	Management	10	Ratify Plante & Moran, PLLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Heritage Insurance Holdings, Inc.	06/05/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Hexcel Corporation	05/02/2024	Management	1	Elect Director Nick L. Stanage	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnotovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	2	Elect Director Jeffrey C. Campbell	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnotovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	3	Elect Director James J. Cannon	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnotovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	4	Elect Director Cynthia M. Egnotovich	For	Against	Against	Against	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnotovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hexcel Corporation	05/02/2024	Management	5	Elect Director Thomas A. Gendron	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnotovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	6	Elect Director Guy C. Hachey	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnotovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	7	Elect Director Patricia A. Hubbard	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnotovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	8	Elect Director Catherine A. Suever	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnotovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Hexcel Corporation	05/02/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hillenbrand, Inc.	02/20/2024	Management	1	Elect Director Helen W. Cornell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Helen Cornell and Stuart Taylor II are warranted for lack of a majority independent board. WITHHOLD votes for Helen Cornell and Stuart Taylor II are also warranted for serving as non-independent members of a key board committee. A vote FOR Jennifer W. Rumsey is warranted.
Hillenbrand, Inc.	02/20/2024	Management	2	Elect Director Jennifer W. Rumsey	For	For	For	For	WITHHOLD votes for non-independent nominees Helen Cornell and Stuart Taylor II are warranted for lack of a majority independent board. WITHHOLD votes for Helen Cornell and Stuart Taylor II are also warranted for serving as non-independent members of a key board committee. A vote FOR Jennifer W. Rumsey is warranted.
Hillenbrand, Inc.	02/20/2024	Management	3	Elect Director Stuart A. Taylor, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Helen Cornell and Stuart Taylor II are warranted for lack of a majority independent board. WITHHOLD votes for Helen Cornell and Stuart Taylor II are also warranted for serving as non-independent members of a key board committee. A vote FOR Jennifer W. Rumsey is warranted.
Hillenbrand, Inc.	02/20/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Hillenbrand, Inc.	02/20/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
HilleVax, Inc.	06/06/2024	Management	1	Elect Director Gary Dubin	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Patrick Heron and Jaime Sepulveda given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining nominee Gary Dubin warranted.
HilleVax, Inc.	06/06/2024	Management	2	Elect Director Patrick Heron	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Patrick Heron and Jaime Sepulveda given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining nominee Gary Dubin warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HilleVax, Inc.	06/06/2024	Management	3	Elect Director Jaime Sepulveda	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Patrick Heron and Jaime Sepulveda given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining nominee Gary Dubin warranted.
HilleVax, Inc.	06/06/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
HilleVax, Inc.	06/06/2024	Management	5	Amend Certificate of Incorporation to Permit the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Hillman Solutions Corp.	06/07/2024	Management	1	Elect Director Diana Dowling	For	For	For	For	A vote FOR all director nominees is warranted.
Hillman Solutions Corp.	06/07/2024	Management	2	Elect Director Teresa Gendron	For	For	For	For	A vote FOR all director nominees is warranted.
Hillman Solutions Corp.	06/07/2024	Management	3	Elect Director Daniel O'Leary	For	For	For	For	A vote FOR all director nominees is warranted.
Hillman Solutions Corp.	06/07/2024	Management	4	Elect Director John Swygert	For	For	For	For	A vote FOR all director nominees is warranted.
Hillman Solutions Corp.	06/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Hillman Solutions Corp.	06/07/2024	Management	6	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders.
Hillman Solutions Corp.	06/07/2024	Management	7	Eliminate Supermajority Vote Requirements to Amend Charter	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Hillman Solutions Corp.	06/07/2024	Management	8	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Hillman Solutions Corp.	06/07/2024	Management	9	Amend Charter to Eliminate a Sponsor Corporate Opportunity Provision	For	For	For	For	Considering that CCMP is no longer a company shareholder and that the requisite provisions are no longer applicable, nor diminish shareholder rights, a vote FOR this proposal is warranted.
Hillman Solutions Corp.	06/07/2024	Management	10	Amend Charter to Eliminate a Sponsor Business Combination Provision	For	For	For	For	Considering that CCMP is no longer a company shareholder and that the requisite provisions are no longer applicable, nor diminish shareholder rights, a vote FOR this proposal is warranted.
Hillman Solutions Corp.	06/07/2024	Management	11	Eliminate Supermajority Vote Requirements to Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Hillman Solutions Corp.	06/07/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hillman Solutions Corp.	06/07/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Hilton Grand Vacations Inc.	05/08/2024	Management	1	Elect Director Mark D. Wang	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/08/2024	Management	2	Elect Director Leonard A. Potter	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/08/2024	Management	3	Elect Director Brenda J. Bacon	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/08/2024	Management	4	Elect Director David W. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/08/2024	Management	5	Elect Director Mark H. Lazarus	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/08/2024	Management	6	Elect Director Pamela H. Patsley	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/08/2024	Management	7	Elect Director David Sambur	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/08/2024	Management	8	Elect Director Alex van Hoek	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/08/2024	Management	9	Elect Director Paul W. Whetsell	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/08/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hilton Grand Vacations Inc.	05/08/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hims & Hers Health, Inc.	06/06/2024	Management	1	Elect Director Andrew Dudum	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Andrew Dudum and Patrick Carroll are warranted due to the company's lack of a formal nominating committee. In the absence of a formal governance committee, WITHHOLD votes are further warranted for incumbent director nominees Andrew Dudum, David Wells, Patrick Carroll, Delos (Toby) Cosgrove, Christiane Pendarvis, and Andrea Perez given the board's failure to remove, or subject to a sunset requirement, the problematic multi-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Andrew Dudum as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hims & Hers Health, Inc.	06/06/2024	Management	2	Elect Director Patrick Carroll	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Andrew Dudum and Patrick Carroll are warranted due to the company's lack of a formal nominating committee. In the absence of a formal governance committee, WITHHOLD votes are further warranted for incumbent director nominees Andrew Dudum, David Wells, Patrick Carroll, Delos (Toby) Cosgrove, Christiane Pendarvis, and Andrea Perez given the board's failure to remove, or subject to a sunset requirement, the problematic multi-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Andrew Dudum as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hims & Hers Health, Inc.	06/06/2024	Management	3	Elect Director Delos Cosgrove	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Andrew Dudum and Patrick Carroll are warranted due to the company's lack of a formal nominating committee. In the absence of a formal governance committee, WITHHOLD votes are further warranted for incumbent director nominees Andrew Dudum, David Wells, Patrick Carroll, Delos (Toby) Cosgrove, Christiane Pendarvis, and Andrea Perez given the board's failure to remove, or subject to a sunset requirement, the problematic multi-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Andrew Dudum as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hims & Hers Health, Inc.	06/06/2024	Management	4	Elect Director Anja Manuel	For	For	For	For	WITHHOLD votes for non-independent director nominees Andrew Dudum and Patrick Carroll are warranted due to the company's lack of a formal nominating committee. In the absence of a formal governance committee, WITHHOLD votes are further warranted for incumbent director nominees Andrew Dudum, David Wells, Patrick Carroll, Delos (Toby) Cosgrove, Christiane Pendarvis, and Andrea Perez given the board's failure to remove, or subject to a sunset requirement, the problematic multi-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Andrew Dudum as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hims & Hers Health, Inc.	06/06/2024	Management	5	Elect Director Christopher Payne	For	For	For	For	WITHHOLD votes for non-independent director nominees Andrew Dudum and Patrick Carroll are warranted due to the company's lack of a formal nominating committee. In the absence of a formal governance committee, WITHHOLD votes are further warranted for incumbent director nominees Andrew Dudum, David Wells, Patrick Carroll, Delos (Toby) Cosgrove, Christiane Pendarvis, and Andrea Perez given the board's failure to remove, or subject to a sunset requirement, the problematic multi-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Andrew Dudum as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hims & Hers Health, Inc.	06/06/2024	Management	6	Elect Director Christiane Pendarvis	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Andrew Dudum and Patrick Carroll are warranted due to the company's lack of a formal nominating committee. In the absence of a formal governance committee, WITHHOLD votes are further warranted for incumbent director nominees Andrew Dudum, David Wells, Patrick Carroll, Delos (Toby) Cosgrove, Christiane Pendarvis, and Andrea Perez given the board's failure to remove, or subject to a sunset requirement, the problematic multi-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Andrew Dudum as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hims & Hers Health, Inc.	06/06/2024	Management	7	Elect Director Andrea Perez	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Andrew Dudum and Patrick Carroll are warranted due to the company's lack of a formal nominating committee. In the absence of a formal governance committee, WITHHOLD votes are further warranted for incumbent director nominees Andrew Dudum, David Wells, Patrick Carroll, Delos (Toby) Cosgrove, Christiane Pendarvis, and Andrea Perez given the board's failure to remove, or subject to a sunset requirement, the problematic multi-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Andrew Dudum as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hims & Hers Health, Inc.	06/06/2024	Management	8	Elect Director David Wells	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Andrew Dudum and Patrick Carroll are warranted due to the company's lack of a formal nominating committee. In the absence of a formal governance committee, WITHHOLD votes are further warranted for incumbent director nominees Andrew Dudum, David Wells, Patrick Carroll, Delos (Toby) Cosgrove, Christiane Pendarvis, and Andrea Perez given the board's failure to remove, or subject to a sunset requirement, the problematic multi-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Andrew Dudum as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hims & Hers Health, Inc.	06/06/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Hims & Hers Health, Inc.	06/06/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hingham Institution for Savings	04/25/2024	Management	1	Elect Director Michael J. Desmond	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Desmond, Robert Lane, Scott Moser, Kara Smith and Jacqueline Youngworth are warranted for lack of a majority independent board. WITHHOLD votes for Michael Desmond, Scott Moser and Jacqueline Youngworth are also warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Michael Desmond, Robert Lane, Scott Moser, Kara Smith, and Jacqueline Youngworth are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the bylaws.
Hingham Institution for Savings	04/25/2024	Management	2	Elect Director Robert A. Lane	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Desmond, Robert Lane, Scott Moser, Kara Smith and Jacqueline Youngworth are warranted for lack of a majority independent board. WITHHOLD votes for Michael Desmond, Scott Moser and Jacqueline Youngworth are also warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Michael Desmond, Robert Lane, Scott Moser, Kara Smith, and Jacqueline Youngworth are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the bylaws.
Hingham Institution for Savings	04/25/2024	Management	3	Elect Director Scott L. Moser	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Desmond, Robert Lane, Scott Moser, Kara Smith and Jacqueline Youngworth are warranted for lack of a majority independent board. WITHHOLD votes for Michael Desmond, Scott Moser and Jacqueline Youngworth are also warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Michael Desmond, Robert Lane, Scott Moser, Kara Smith, and Jacqueline Youngworth are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the bylaws.
Hingham Institution for Savings	04/25/2024	Management	4	Elect Director Kara Gaughen Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Desmond, Robert Lane, Scott Moser, Kara Smith and Jacqueline Youngworth are warranted for lack of a majority independent board. WITHHOLD votes for Michael Desmond, Scott Moser and Jacqueline Youngworth are also warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Michael Desmond, Robert Lane, Scott Moser, Kara Smith, and Jacqueline Youngworth are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the bylaws.
Hingham Institution for Savings	04/25/2024	Management	5	Elect Director Jacqueline M Youngworth	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Desmond, Robert Lane, Scott Moser, Kara Smith and Jacqueline Youngworth are warranted for lack of a majority independent board. WITHHOLD votes for Michael Desmond, Scott Moser and Jacqueline Youngworth are also warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Michael Desmond, Robert Lane, Scott Moser, Kara Smith, and Jacqueline Youngworth are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the bylaws.
Hingham Institution for Savings	04/25/2024	Management	6	Elect Company Clerk Jacqueline M. Youngworth	For	For	For	For	A vote FOR this item is warranted given that it is administrative in nature.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hingham Institution for Savings	04/25/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There is a misalignment between pay and performance and sufficient mitigating factors could not be identified. The CEO and one NEO receive base salaries which are outsized, and executive compensation does not include any performance-based pay, resulting in pay packages which are entirely fixed, neither increasing or decreasing in line with company performance, and lacking in long-term focus. In addition, concerns are raised with respect to the single-trigger equity vesting acceleration upon a change-in-control, the lack of risk mitigating provisions, and the excessive severance provision in existing agreements with certain executives.
Hingham Institution for Savings	04/25/2024	Management	8	Ratify Wolf & Company, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HireRight Holdings Corporation	06/21/2024	Management	1	Approve Merger Agreement	For	For	For	For	Considering the premium to recent trading prices, the potential downside risk of non-approval, and the certainty of value inherent in cash consideration, a vote FOR this proposal is warranted.
HireRight Holdings Corporation	06/21/2024	Management	2	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction merits shareholder support.
HMN Financial Inc.	04/23/2024	Management	1	Elect Director Bradley C. Krehbiel	For	For	For	For	WITHHOLD votes for Mark Utz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HMN Financial Inc.	04/23/2024	Management	2	Elect Director Mark E. Utz	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mark Utz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HMN Financial Inc.	04/23/2024	Management	3	Elect Director Barbara Butts Williams	For	For	For	For	WITHHOLD votes for Mark Utz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HMN Financial Inc.	04/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
HMN Financial Inc.	04/23/2024	Management	5	Ratify Baker Tilly US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
HNI Corporation	05/16/2024	Management	1	Elect Director Mary A. Bell	For	For	Against	Against	Votes AGAINST non-independent nominee Mary Bell are warranted for lack of a majority independent board. Votes AGAINST Mary Bell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HNI Corporation	05/16/2024	Management	2	Elect Director Mary K.W. Jones	For	For	For	For	Votes AGAINST non-independent nominee Mary Bell are warranted for lack of a majority independent board. Votes AGAINST Mary Bell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HNI Corporation	05/16/2024	Management	3	Elect Director Patrick D. Hallinan	For	For	For	For	Votes AGAINST non-independent nominee Mary Bell are warranted for lack of a majority independent board. Votes AGAINST Mary Bell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HNI Corporation	05/16/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HNI Corporation	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
HNI Corporation	05/16/2024	Management	6	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no concerns regarding the features of the plan were identified.
Home Bancorp, Inc.	05/07/2024	Management	1	Elect Director John A. Hendry	For	For	Withhold	Withhold	WITHHOLD votes for John Hendry are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Home Bancorp, Inc.	05/07/2024	Management	2	Elect Director J. Scott Ballard	For	For	For	For	WITHHOLD votes for John Hendry are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Home Bancorp, Inc.	05/07/2024	Management	3	Elect Director John W. Bordelon	For	For	For	For	WITHHOLD votes for John Hendry are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Home Bancorp, Inc.	05/07/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B.1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Home Bancorp, Inc.	05/07/2024	Management	5	Ratify Wipfli LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Home BancShares, Inc.	04/18/2024	Management	1	Elect Director John W. Allison	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/18/2024	Management	2	Elect Director Brian S. Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/18/2024	Management	3	Elect Director Milburn Adams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/18/2024	Management	4	Elect Director Robert H. Adcock, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/18/2024	Management	5	Elect Director Mike D. Beebe	For	For	For	For	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/18/2024	Management	6	Elect Director Jack E. Engelkes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Home BancShares, Inc.	04/18/2024	Management	7	Elect Director Tracy M. French	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/18/2024	Management	8	Elect Director Karen E. Garrett	For	For	For	For	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/18/2024	Management	9	Elect Director J. Pat Hickman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/18/2024	Management	10	Elect Director James G. Hinkle	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/18/2024	Management	11	Elect Director Alex R. Lieblong	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/18/2024	Management	12	Elect Director Thomas J. Longe	For	For	For	For	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/18/2024	Management	13	Elect Director Jim Rankin, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Home BancShares, Inc.	04/18/2024	Management	14	Elect Director Larry W. Ross	For	For	For	For	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/18/2024	Management	15	Elect Director Donna J. Townsell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Milburn Adams, Robert Adcock Jr., Brian Davis, Jack Engelkes, Tracy French, J. Pat (Pat) Hickman, James Hinkle, Alex Lieblong and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Milburn Adams, Jack Engelkes, J. Pat (Pat) Hickman, James Hinkle and Alex Lieblong are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/18/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Home BancShares, Inc.	04/18/2024	Management	17	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Home BancShares, Inc.	04/18/2024	Management	18	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HomeStreet, Inc.	06/18/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. Concerns are noted regarding the limited rationale provided for declining an all-cash offer with a higher per share offer price, as well as the apparent emphasis on the CEO's post-transaction employment offers and pay opportunities during negotiations. Nevertheless, the strategic rationale for this transaction appears compelling, providing significant cost savings from synergies, and the merger is expected to be accretive to EPS, with a reasonable 2.8 year earnback period, while the reduction in the exchange ratio appears reasonable in light of the company's ongoing financial underperformance.
HomeStreet, Inc.	06/18/2024	Management	2	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO Mason will receive cash severance despite not experiencing a qualifying termination. Moreover, outstanding equity will predominantly auto-accelerate at the effective time, with assumed time-vesting RSUs eligible to vest in full within six months of the effective time despite such awards being granted in the current fiscal year.
HomeStreet, Inc.	06/18/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.
HomeStreet, Inc.	06/18/2024	Management	4	Elect Director Scott M. Boggs	For	For	Against	Against	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	06/18/2024	Management	5	Elect Director Sandra A. Cavanaugh	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	06/18/2024	Management	6	Elect Director Jeffrey D. Green	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	06/18/2024	Management	7	Elect Director Joanne R. Harrell	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	06/18/2024	Management	8	Elect Director Mark K. Mason	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	06/18/2024	Management	9	Elect Director James R. Mitchell, Jr.	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HomeStreet, Inc.	06/18/2024	Management	10	Elect Director Nancy D. Pellegrino	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	06/18/2024	Management	11	Elect Director S. Craig Tompkins	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	06/18/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
HomeStreet, Inc.	06/18/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
HomeStreet, Inc.	06/18/2024	Management	14	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
HomeTrust Bancshares, Inc.	05/20/2024	Management	1	Elect Director Jesse J. Cureton, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
HomeTrust Bancshares, Inc.	05/20/2024	Management	2	Elect Director Bonnie V. Hancock	For	For	For	For	A vote FOR all director nominees is warranted.
HomeTrust Bancshares, Inc.	05/20/2024	Management	3	Elect Director Dwight L. Jacobs	For	For	For	For	A vote FOR all director nominees is warranted.
HomeTrust Bancshares, Inc.	05/20/2024	Management	4	Elect Director John A. Switzer	For	For	For	For	A vote FOR all director nominees is warranted.
HomeTrust Bancshares, Inc.	05/20/2024	Management	5	Elect Director C. Hunter Westbrook	For	For	For	For	A vote FOR all director nominees is warranted.
HomeTrust Bancshares, Inc.	05/20/2024	Management	6	Elect Director Richard T. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
HomeTrust Bancshares, Inc.	05/20/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
HomeTrust Bancshares, Inc.	05/20/2024	Management	8	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
HomeTrust Bancshares, Inc.	05/20/2024	Management	9	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hooker Furnishings Corporation	06/04/2024	Management	1	Elect Director W. Christopher Beeler, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/04/2024	Management	2	Elect Director Maria C. Duey	For	For	For	For	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/04/2024	Management	3	Elect Director Paulette Garafalo	For	For	For	For	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/04/2024	Management	4	Elect Director Christopher L. Henson	For	For	For	For	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/04/2024	Management	5	Elect Director Jeremy R. Hoff	For	For	For	For	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/04/2024	Management	6	Elect Director Tonya H. Jackson	For	For	For	For	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/04/2024	Management	7	Elect Director Ellen C. Taaffe	For	For	For	For	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/04/2024	Management	8	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hooker Furnishings Corporation	06/04/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hooker Furnishings Corporation	06/04/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Hope Bancorp, Inc.	05/23/2024	Management	1	Elect Director Kevin S. Kim	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/23/2024	Management	2	Elect Director Scott Yoon-Suk Whang	For	For	Withhold	Withhold	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hope Bancorp, Inc.	05/23/2024	Management	3	Elect Director Steven S. Koh	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/23/2024	Management	4	Elect Director Donald D. Byun	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/23/2024	Management	5	Elect Director Jinho Doo	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/23/2024	Management	6	Elect Director Daisy Y. Ha	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/23/2024	Management	7	Elect Director Joon Kyung Kim	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/23/2024	Management	8	Elect Director William J. Lewis	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/23/2024	Management	9	Elect Director David P. Malone	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/23/2024	Management	10	Elect Director Lisa K. Pai	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/23/2024	Management	11	Elect Director Dale S. Zuehls	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/23/2024	Management	12	Elect Director Rachel H. Lee	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/23/2024	Management	13	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Hope Bancorp, Inc.	05/23/2024	Management	14	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
Hope Bancorp, Inc.	05/23/2024	Management	15	Amend Certificate of Incorporation to Indemnify Employees and Agents	For	For	Against	Against	A vote AGAINST these proposals is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Hope Bancorp, Inc.	05/23/2024	Management	16	Amend Certificate of Incorporation to Include Officer Exculpation	For	For	Against	Against	A vote AGAINST these proposals is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Hope Bancorp, Inc.	05/23/2024	Management	17	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Hope Bancorp, Inc.	05/23/2024	Management	18	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for company loans to officers for the exercise of awards.
Hope Bancorp, Inc.	05/23/2024	Management	19	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hope Bancorp, Inc.	05/23/2024	Management	20	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Horace Mann Educators Corporation	05/22/2024	Management	1	Elect Director Thomas A. Bradley	For	For	For	For	Votes AGAINST Beverley McClure are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horace Mann Educators Corporation	05/22/2024	Management	2	Elect Director Victor P. Fetter	For	For	For	For	Votes AGAINST Beverley McClure are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Horace Mann Educators Corporation	05/22/2024	Management	3	Elect Director Perry G. Hines	For	For	For	For	Votes AGAINST Beverley McClure are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horace Mann Educators Corporation	05/22/2024	Management	4	Elect Director Mark E. Konen	For	For	For	For	Votes AGAINST Beverley McClure are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horace Mann Educators Corporation	05/22/2024	Management	5	Elect Director Beverley J. McClure	For	For	Against	Against	Votes AGAINST Beverley McClure are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horace Mann Educators Corporation	05/22/2024	Management	6	Elect Director H. Wade Reece	For	For	For	For	Votes AGAINST Beverley McClure are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horace Mann Educators Corporation	05/22/2024	Management	7	Elect Director Aaliyah A. Samuel	For	For	For	For	Votes AGAINST Beverley McClure are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horace Mann Educators Corporation	05/22/2024	Management	8	Elect Director Elaine A. Sarsynski	For	For	For	For	Votes AGAINST Beverley McClure are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horace Mann Educators Corporation	05/22/2024	Management	9	Elect Director Marita Zuraitis	For	For	For	For	Votes AGAINST Beverley McClure are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horace Mann Educators Corporation	05/22/2024	Management	10	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Horace Mann Educators Corporation	05/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While incentive programs were largely based on objective criteria, there are significant concerns regarding the historical annual increases to the CEO's STI and LTI target pay opportunities without supporting rationale and on the backdrop of share price underperformance. Moreover, there are concerns around the rigor of STI and LTI goals.
Horace Mann Educators Corporation	05/22/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Horizon Bancorp, Inc.	05/02/2024	Management	1	Elect Director Lawrence E. Burnell	For	For	Withhold	Withhold	WITHHOLD votes for Lawrence Burnell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horizon Bancorp, Inc.	05/02/2024	Management	2	Elect Director Julie S. Freigang	For	For	For	For	WITHHOLD votes for Lawrence Burnell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horizon Bancorp, Inc.	05/02/2024	Management	3	Elect Director Thomas M. Prame	For	For	For	For	WITHHOLD votes for Lawrence Burnell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horizon Bancorp, Inc.	05/02/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Horizon Bancorp, Inc.	05/02/2024	Management	5	Ratify Forvis, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Horizon Bancorp, Inc.	05/02/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hovnanian Enterprises, Inc.	03/21/2024	Management	1	Elect Director Ara K. Hovnanian	For	Against	Against	Against	Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi, Vincent Pagano Jr. and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts, Joseph Marengi and Vincent Pagano Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Ara Hovnanian is warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Miriam Hernandez-Kakol is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hovnanian Enterprises, Inc.	03/21/2024	Management	2	Elect Director Robert B. Coutts	For	For	Against	Against	Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi, Vincent Pagano Jr. and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts, Joseph Marengi and Vincent Pagano Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Ara Hovnanian is warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Miriam Hernandez-Kakol is warranted.
Hovnanian Enterprises, Inc.	03/21/2024	Management	3	Elect Director Miriam Hernandez-Kakol	For	For	For	For	Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi, Vincent Pagano Jr. and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts, Joseph Marengi and Vincent Pagano Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Ara Hovnanian is warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Miriam Hernandez-Kakol is warranted.
Hovnanian Enterprises, Inc.	03/21/2024	Management	4	Elect Director Edward A. Kangas	For	Against	Against	Against	Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi, Vincent Pagano Jr. and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts, Joseph Marengi and Vincent Pagano Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Ara Hovnanian is warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Miriam Hernandez-Kakol is warranted.
Hovnanian Enterprises, Inc.	03/21/2024	Management	5	Elect Director Joseph A. Marengi	For	Against	Against	Against	Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi, Vincent Pagano Jr. and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts, Joseph Marengi and Vincent Pagano Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Ara Hovnanian is warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Miriam Hernandez-Kakol is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hovnanian Enterprises, Inc.	03/21/2024	Management	6	Elect Director Vincent Pagano, Jr.	For	Against	Against	Against	Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi, Vincent Pagano Jr. and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts, Joseph Marengi and Vincent Pagano Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Ara Hovnanian is warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Miriam Hernandez-Kakol is warranted.
Hovnanian Enterprises, Inc.	03/21/2024	Management	7	Elect Director Robin Stone Sellers	For	Against	Against	Against	Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi, Vincent Pagano Jr. and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts, Joseph Marengi and Vincent Pagano Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Ara Hovnanian is warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Miriam Hernandez-Kakol is warranted.
Hovnanian Enterprises, Inc.	03/21/2024	Management	8	Elect Director J. Larry Sorsby	For	For	Against	Against	Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi, Vincent Pagano Jr. and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts, Joseph Marengi and Vincent Pagano Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Ara Hovnanian is warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Miriam Hernandez-Kakol is warranted.
Hovnanian Enterprises, Inc.	03/21/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hovnanian Enterprises, Inc.	03/21/2024	Management	10	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:- The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.75 percent is excessive.- The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.- The company's three-year average burn rate is excessive.
Hovnanian Enterprises, Inc.	03/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Hovnanian Enterprises, Inc.	03/21/2024	Management	12	Amend NOL Rights Plan (NOL Pill)	For	For	For	For	A vote FOR this proposal is warranted. The duration of the NOL pill extension is reasonable, the value of the NOLs to be protected is material, and there are no significant concerns with the company's governance practices as they relate to this proposal.
Howard Hughes Holdings Inc.	05/23/2024	Management	1	Elect Director David Eun	For	For	For	For	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Howard Hughes Holdings Inc.	05/23/2024	Management	2	Elect Director Adam Flatto	For	For	Against	Against	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	3	Elect Director Ben Hakim	For	For	For	For	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	4	Elect Director Beth Kaplan	For	For	For	For	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	5	Elect Director Allen Model	For	For	Against	Against	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	6	Elect Director David O'Reilly	For	For	Against	Against	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	7	Elect Director R. Scot Sellers	For	For	Against	Against	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	8	Elect Director Steven Shepsman	For	For	Against	Against	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	9	Elect Director Mary Ann Tighe	For	For	Against	Against	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Howard Hughes Holdings Inc.	05/23/2024	Management	10	Elect Director Anthony Williams	For	For	For	For	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Howard Hughes Holdings Inc.	05/23/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Hub Group, Inc.	05/23/2024	Management	1	Elect Director David P. Yeager	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable timebased sunset. WITHHOLD votes for David Yeager and Phillip (Phil) Yeager are also warranted as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/23/2024	Management	2	Elect Director Phillip D. Yeager	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable timebased sunset. WITHHOLD votes for David Yeager and Phillip (Phil) Yeager are also warranted as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/23/2024	Management	3	Elect Director Peter B. McNitt	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable timebased sunset. WITHHOLD votes for David Yeager and Phillip (Phil) Yeager are also warranted as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/23/2024	Management	4	Elect Director Mary H. Boosalis	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable timebased sunset. WITHHOLD votes for David Yeager and Phillip (Phil) Yeager are also warranted as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/23/2024	Management	5	Elect Director Lisa Dykstra	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable timebased sunset. WITHHOLD votes for David Yeager and Phillip (Phil) Yeager are also warranted as their ownership of the supervoting shares provides them with voting power control of the company.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hub Group, Inc.	05/23/2024	Management	6	Elect Director Michael E. Flannery	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable timebased sunset. WITHHOLD votes for David Yeager and Phillip (Phil) Yeager are also warranted as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/23/2024	Management	7	Elect Director James C. Kenny	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable timebased sunset. WITHHOLD votes for David Yeager and Phillip (Phil) Yeager are also warranted as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/23/2024	Management	8	Elect Director Jenell R. Ross	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable timebased sunset. WITHHOLD votes for David Yeager and Phillip (Phil) Yeager are also warranted as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/23/2024	Management	9	Elect Director Martin P. Slark	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable timebased sunset. WITHHOLD votes for David Yeager and Phillip (Phil) Yeager are also warranted as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/23/2024	Management	10	Elect Director Gary Yablon	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable timebased sunset. WITHHOLD votes for David Yeager and Phillip (Phil) Yeager are also warranted as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Hub Group, Inc.	05/23/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hudson Technologies, Inc.	06/12/2024	Management	1	Elect Director Kathleen L. Houghton	For	For	For	For	A vote FOR the director nominees is warranted.
Hudson Technologies, Inc.	06/12/2024	Management	2	Elect Director Loan N. Mansy	For	For	For	For	A vote FOR the director nominees is warranted.
Hudson Technologies, Inc.	06/12/2024	Management	3	Elect Director Richard Parrillo	For	For	For	For	A vote FOR the director nominees is warranted.
Hudson Technologies, Inc.	06/12/2024	Management	4	Elect Director Eric A. Prouty	For	For	For	For	A vote FOR the director nominees is warranted.
Hudson Technologies, Inc.	06/12/2024	Management	5	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to the following key factors: * The plan has liberal change-in-control vesting risk; and * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.00 percent is excessive. * The plan allows for single-trigger vesting of awards upon a change in control.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hudson Technologies, Inc.	06/12/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company provided the CEO an inordinate amount of life insurance perquisites. * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.
Hudson Technologies, Inc.	06/12/2024	Management	7	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Huntsman Corporation	05/02/2024	Management	1	Elect Director Peter R. Huntsman	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	2	Elect Director Cynthia L. Egan	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	3	Elect Director Mary C. Beckerle	For	For	Against	Against	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	4	Elect Director Sonia Dula	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	5	Elect Director Curtis E. Espeland	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	6	Elect Director Daniele Ferrari	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	7	Elect Director Jeanne McGovern	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	8	Elect Director Jose Antonio Munoz Barcelo	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	9	Elect Director David B. Sewell	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	10	Elect Director Jan E. Tighe	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Huntsman Corporation	05/02/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Huntsman Corporation	05/02/2024	Shareholder	13	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's political contributions could help shareholders more comprehensively evaluate the company's management of related risks and opportunities.
Hurco Companies, Inc.	03/14/2024	Management	1	Elect Director Thomas A. Aaro	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/14/2024	Management	2	Elect Director Michael Doar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hurco Companies, Inc.	03/14/2024	Management	3	Elect Director Cynthia Dubin	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/14/2024	Management	4	Elect Director Timothy J. Gardner	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/14/2024	Management	5	Elect Director Jay C. Longbottom	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/14/2024	Management	6	Elect Director Richard Porter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/14/2024	Management	7	Elect Director Janaki Sivanesan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/14/2024	Management	8	Elect Director Gregory S. Volovic	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/14/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Hurco Companies, Inc.	03/14/2024	Management	10	Amend Articles of Incorporation to Allow Shareholders to Amend By-Laws	For	For	For	For	A vote FOR this proposal is warranted, as allowing shareholders to amend the bylaws represents an enhancement to shareholder rights.
Hurco Companies, Inc.	03/14/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Huron Consulting Group Inc.	05/03/2024	Management	1	Elect Director C. Mark Hussey	For	For	For	For	A vote FOR the director nominees is warranted.
Huron Consulting Group Inc.	05/03/2024	Management	2	Elect Director Hugh E. Sawyer	For	For	For	For	A vote FOR the director nominees is warranted.
Huron Consulting Group Inc.	05/03/2024	Management	3	Elect Director Debra Zumwalt	For	For	For	For	A vote FOR the director nominees is warranted.
Huron Consulting Group Inc.	05/03/2024	Management	4	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Huron Consulting Group Inc.	05/03/2024	Management	5	Amend Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan encourages share ownership among employees by enabling them to acquire shares, and the dilution associated with the share authorization is reasonable.
Huron Consulting Group Inc.	05/03/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Huron Consulting Group Inc.	05/03/2024	Management	7	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	1	Elect Director Colleen R. Batcheler	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	2	Elect Director James B. Bemowski	For	For	For	For	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	3	Elect Director J.C. Butler, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	4	Elect Director Gary L. Collar	For	For	For	For	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	5	Elect Director Carolyn Corvi	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	6	Elect Director Edward T. Eliopoulos	For	For	For	For	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	7	Elect Director John P. Jumper	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	8	Elect Director Dennis W. LaBarre	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	9	Elect Director Rajiv K. Prasad	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	10	Elect Director H. Vincent Poor	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	11	Elect Director Alfred M. Rankin, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	12	Elect Director Claiborne R. Rankin	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	13	Elect Director Britton T. Taplin	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	14	Elect Director David B.H. Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Colleen Batcheler, Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for non-independent nominees Alfred Rankin Jr., Rajiv Prasad, John Butler Jr., Carolyn Corvi, John Jumper, Dennis LaBarre, Claiborne (Clay) Rankin, Britton Taplin and David Williams are warranted for lack of a majority independent board. WITHHOLD votes for Carolyn Corvi, John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a certain key board committees. WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	16	Amend Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues were identified with the features of the plan.
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	17	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
Hyster-Yale Materials Handling, Inc.	05/08/2024	Management	18	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
i3 Verticals, Inc.	02/22/2024	Management	1	Elect Director Gregory Daily	For	For	For	For	A vote FOR all director nominees is warranted.
i3 Verticals, Inc.	02/22/2024	Management	2	Elect Director Clay Whitson	For	For	For	For	A vote FOR all director nominees is warranted.
i3 Verticals, Inc.	02/22/2024	Management	3	Elect Director Elizabeth Seigenthaler Courtney	For	For	For	For	A vote FOR all director nominees is warranted.
i3 Verticals, Inc.	02/22/2024	Management	4	Elect Director John Harrison	For	For	For	For	A vote FOR all director nominees is warranted.
i3 Verticals, Inc.	02/22/2024	Management	5	Elect Director Burton Harvey	For	For	For	For	A vote FOR all director nominees is warranted.
i3 Verticals, Inc.	02/22/2024	Management	6	Elect Director Timothy McKenna	For	For	For	For	A vote FOR all director nominees is warranted.
i3 Verticals, Inc.	02/22/2024	Management	7	Elect Director David Morgan	For	For	For	For	A vote FOR all director nominees is warranted.
i3 Verticals, Inc.	02/22/2024	Management	8	Elect Director David Wilds	For	For	For	For	A vote FOR all director nominees is warranted.
i3 Verticals, Inc.	02/22/2024	Management	9	Elect Director Decosta Jenkins	For	For	For	For	A vote FOR all director nominees is warranted.
i3 Verticals, Inc.	02/22/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
i3 Verticals, Inc.	02/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company does not disclose any pre-set metrics and goals for the other NEOs' bonus and equity awards.
i3 Verticals, Inc.	02/22/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
iCAD, Inc.	06/13/2024	Management	1	Elect Director Dana Brown	For	For	For	For	A vote FOR the director nominees is warranted.
iCAD, Inc.	06/13/2024	Management	2	Elect Director Rakesh Patel	For	For	For	For	A vote FOR the director nominees is warranted.
iCAD, Inc.	06/13/2024	Management	3	Elect Director Andy Sassine	For	For	For	For	A vote FOR the director nominees is warranted.
iCAD, Inc.	06/13/2024	Management	4	Elect Director Susan Wood	For	For	For	For	A vote FOR the director nominees is warranted.
iCAD, Inc.	06/13/2024	Management	5	Elect Director Hedvig Hricak	For	For	For	For	A vote FOR the director nominees is warranted.
iCAD, Inc.	06/13/2024	Management	6	Elect Director Michael Doyle	For	For	For	For	A vote FOR the director nominees is warranted.
iCAD, Inc.	06/13/2024	Management	7	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.98 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
iCAD, Inc.	06/13/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
iCAD, Inc.	06/13/2024	Management	9	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
iCAD, Inc.	06/13/2024	Management	10	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ICF International, Inc.	06/07/2024	Management	1	Elect Director Randall Mehl	For	For	For	For	A vote FOR all director nominees is warranted.
ICF International, Inc.	06/07/2024	Management	2	Elect Director Scott Salmirs	For	For	For	For	A vote FOR all director nominees is warranted.
ICF International, Inc.	06/07/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ICF International, Inc.	06/07/2024	Management	4	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ichor Holdings, Ltd.	05/15/2024	Management	1	Elect Director Thomas Rohrs	For	For	For	For	A vote FOR the director nominees is warranted.
Ichor Holdings, Ltd.	05/15/2024	Management	2	Elect Director Jeffrey Andreson	For	For	For	For	A vote FOR the director nominees is warranted.
Ichor Holdings, Ltd.	05/15/2024	Management	3	Elect Director Iain MacKenzie	For	For	For	For	A vote FOR the director nominees is warranted.
Ichor Holdings, Ltd.	05/15/2024	Management	4	Elect Director Laura Black	For	For	For	For	A vote FOR the director nominees is warranted.
Ichor Holdings, Ltd.	05/15/2024	Management	5	Elect Director John Kispert	For	For	For	For	A vote FOR the director nominees is warranted.
Ichor Holdings, Ltd.	05/15/2024	Management	6	Elect Director Jorge Titinger	For	For	For	For	A vote FOR the director nominees is warranted.
Ichor Holdings, Ltd.	05/15/2024	Management	7	Elect Director Yuval Wasserman	For	For	For	For	A vote FOR the director nominees is warranted.
Ichor Holdings, Ltd.	05/15/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Ichor Holdings, Ltd.	05/15/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ICU Medical, Inc.	05/15/2024	Management	1	Elect Director Vivek Jain	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	2	Elect Director David C. Greenberg	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	3	Elect Director Elisha W. Finney	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	4	Elect Director David F. Hoffmeister	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	5	Elect Director Donald M. Abbey	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	6	Elect Director Laurie Hernandez	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	7	Elect Director Kolleen T. Kennedy	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ICU Medical, Inc.	05/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
IDACORP, Inc.	05/16/2024	Management	1	Elect Director Odette C. Bolano	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	2	Elect Director Annette G. Elg	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
IDACORP, Inc.	05/16/2024	Management	3	Elect Director Lisa A. Grow	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	4	Elect Director Ronald W. Jibson	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	5	Elect Director Judith A. Johansen	For	For	Withhold	Withhold	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	6	Elect Director Dennis L. Johnson	For	For	Withhold	Withhold	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	7	Elect Director Nate R. Jorgensen	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	8	Elect Director Susan D. Morris	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	9	Elect Director Richard J. Navarro	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	10	Elect Director Mark T. Peters	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company uses above-median benchmarking for base salary, short-term incentives, long-term incentives, and total compensation. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
IDACORP, Inc.	05/16/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IDEAYA Biosciences, Inc.	05/31/2024	Management	1	Elect Director Terry J. Rosen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Terry Rosen given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the director nominee Wendy Yarno is warranted.
IDEAYA Biosciences, Inc.	05/31/2024	Management	2	Elect Director Wendy L. Yarno	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Terry Rosen given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the director nominee Wendy Yarno is warranted.
IDEAYA Biosciences, Inc.	05/31/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
IDEAYA Biosciences, Inc.	05/31/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
IDEAYA Biosciences, Inc.	05/31/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Identiv, Inc.	06/28/2024	Management	1	Approve Sale of Company Assets	For	For	For	For	A vote FOR this proposal is warranted. The market reaction to the proposed transaction has been negative. However, the board rationale for the sale appears reasonable and the sale process was relatively thorough. Further, the company's largest shareholder has publicly supported the transaction and no other shareholders have expressed public opposition, somewhat mitigating concerns regarding negative market reaction.
Identiv, Inc.	06/28/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although the RSU grants that the CEO and other NEO will receive upon closing of the sale will be fully vested, they are the only single trigger payments that will be made to either executive in connection with the sale. Further, though severance payments are unlikely to be triggered by the sale according to the company, cash severance is double trigger and reasonably based, no excise tax gross-ups are payable, and equity acceleration is double trigger.
Identiv, Inc.	06/28/2024	Management	3	Elect Director Gary Kremen	For	For	For	For	A vote FOR both director nominees is warranted.
Identiv, Inc.	06/28/2024	Management	4	Elect Director Richard E. Kuntz	For	For	For	For	A vote FOR both director nominees is warranted.
Identiv, Inc.	06/28/2024	Management	5	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan has an NSO share exercise price that is potentially less than full market value. * The plan allows for company loans to officers for the exercise of awards. * The plan allows options to be priced at less than 100 percent of the fair market value. * The plan administrator may provide loans to exercise awards. * The plan permits repricing and exchange of grants without prior shareholder approval.
Identiv, Inc.	06/28/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Identiv, Inc.	06/28/2024	Management	7	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Identiv, Inc.	06/28/2024	Management	8	Ratify BPM LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Identiv, Inc.	06/28/2024	Management	9	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as Item 1 merits support.
IES Holdings, Inc.	02/22/2024	Management	1	Elect Director Jennifer A. Baldock	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey (Jeff) Gendell, David (Dave) Gendell and Joe Koshkin are warranted for lack of a majority independent board. WITHHOLD votes for Joe Koshkin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Jennifer Baldock are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
IES Holdings, Inc.	02/22/2024	Management	2	Elect Director Todd M. Cleveland	For	For	For	For	WITHHOLD votes for non-independent nominees Jeffrey (Jeff) Gendell, David (Dave) Gendell and Joe Koshkin are warranted for lack of a majority independent board. WITHHOLD votes for Joe Koshkin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Jennifer Baldock are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
IES Holdings, Inc.	02/22/2024	Management	3	Elect Director David B. Gendell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey (Jeff) Gendell, David (Dave) Gendell and Joe Koshkin are warranted for lack of a majority independent board. WITHHOLD votes for Joe Koshkin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Jennifer Baldock are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
IES Holdings, Inc.	02/22/2024	Management	4	Elect Director Jeffrey L. Gendell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey (Jeff) Gendell, David (Dave) Gendell and Joe Koshkin are warranted for lack of a majority independent board. WITHHOLD votes for Joe Koshkin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Jennifer Baldock are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
IES Holdings, Inc.	02/22/2024	Management	5	Elect Director Joe D. Koshkin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey (Jeff) Gendell, David (Dave) Gendell and Joe Koshkin are warranted for lack of a majority independent board. WITHHOLD votes for Joe Koshkin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Jennifer Baldock are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
IES Holdings, Inc.	02/22/2024	Management	6	Elect Director Elizabeth D. Leykum	For	For	For	For	WITHHOLD votes for non-independent nominees Jeffrey (Jeff) Gendell, David (Dave) Gendell and Joe Koshkin are warranted for lack of a majority independent board. WITHHOLD votes for Joe Koshkin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Jennifer Baldock are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
IES Holdings, Inc.	02/22/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IES Holdings, Inc.	02/22/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
IMAX Corporation	06/06/2024	Management	1	Elect Director Gail Berman	For	For	For	For	WITHHOLD votes for Eric Demirian, David Leebron and Michael MacMillan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Kevin Douglas, Steve Pamon, and Dana Settle are warranted for demonstrating only limited responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/06/2024	Management	2	Elect Director Eric A. Demirian	For	For	Against	Against	WITHHOLD votes for Eric Demirian, David Leebron and Michael MacMillan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Kevin Douglas, Steve Pamon, and Dana Settle are warranted for demonstrating only limited responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/06/2024	Management	3	Elect Director Kevin Douglas	For	Against	Against	Against	WITHHOLD votes for Eric Demirian, David Leebron and Michael MacMillan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Kevin Douglas, Steve Pamon, and Dana Settle are warranted for demonstrating only limited responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/06/2024	Management	4	Elect Director Richard L. Gelfond	For	For	For	For	WITHHOLD votes for Eric Demirian, David Leebron and Michael MacMillan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Kevin Douglas, Steve Pamon, and Dana Settle are warranted for demonstrating only limited responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/06/2024	Management	5	Elect Director David W. Leebron	For	For	Against	Against	WITHHOLD votes for Eric Demirian, David Leebron and Michael MacMillan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Kevin Douglas, Steve Pamon, and Dana Settle are warranted for demonstrating only limited responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
IMAX Corporation	06/06/2024	Management	6	Elect Director Michael MacMillan	For	For	Against	Against	WITHHOLD votes for Eric Demirian, David Leebron and Michael MacMillan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Kevin Douglas, Steve Pamon, and Dana Settle are warranted for demonstrating only limited responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/06/2024	Management	7	Elect Director Steve R. Pamon	For	Against	Against	Against	WITHHOLD votes for Eric Demirian, David Leebron and Michael MacMillan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Kevin Douglas, Steve Pamon, and Dana Settle are warranted for demonstrating only limited responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/06/2024	Management	8	Elect Director Dana Settle	For	Against	Against	Against	WITHHOLD votes for Eric Demirian, David Leebron and Michael MacMillan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Kevin Douglas, Steve Pamon, and Dana Settle are warranted for demonstrating only limited responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/06/2024	Management	9	Elect Director Darren Throop	For	For	For	For	WITHHOLD votes for Eric Demirian, David Leebron and Michael MacMillan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Kevin Douglas, Steve Pamon, and Dana Settle are warranted for demonstrating only limited responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/06/2024	Management	10	Elect Director Jennifer Wong	For	For	For	For	WITHHOLD votes for Eric Demirian, David Leebron and Michael MacMillan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Kevin Douglas, Steve Pamon, and Dana Settle are warranted for demonstrating only limited responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/06/2024	Management	11	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Withhold	Withhold	A WITHHOLD vote for this item is warranted as the auditor's tenure at the company exceeds seven years.
IMAX Corporation	06/06/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated only limited responsiveness to shareholder concerns following last year's failed say-on-pay proposal. Concerns are also raised with regards to the inordinate amount of auto-related perquisites provided to the CEO, and the single-trigger change-in-control provision in legacy agreements.
Immersion Corporation	04/29/2024	Management	1	Elect Director Eric Singer	For	For	For	For	WITHHOLD votes for Nominating Committee chair Frederick Wasch are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Immersion Corporation	04/29/2024	Management	2	Elect Director Elias Nader	For	For	For	For	WITHHOLD votes for Nominating Committee chair Frederick Wasch are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Immersion Corporation	04/29/2024	Management	3	Elect Director William C. Martin	For	For	For	For	WITHHOLD votes for Nominating Committee chair Frederick Wasch are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Immersion Corporation	04/29/2024	Management	4	Elect Director Frederick Wasch	For	Withhold	Withhold	Withhold	WITHHOLD votes for Nominating Committee chair Frederick Wasch are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Immersion Corporation	04/29/2024	Management	5	Elect Director Emily S. Hoffman	For	For	For	For	WITHHOLD votes for Nominating Committee chair Frederick Wasch are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Immersion Corporation	04/29/2024	Management	6	Ratify Plante & Moran, PLLC as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Immersion Corporation	04/29/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Immersion Corporation	04/29/2024	Management	8	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
ImmunoGen, Inc.	01/31/2024	Management	1	Approve Merger Agreement	For	For	For	For	Given the premium to IMGN's more than 20-year high closing price, downside risk in the event of non-approval, and the cash form of consideration, which provides certainty of value to IMGN shareholders, support FOR the transaction is warranted.
ImmunoGen, Inc.	01/31/2024	Management	2	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although NEOs' potential cash severance is double trigger and reasonably based, executives may receive excise tax gross-up payments, which is a recent enhancement in connection with the merger. In addition, all outstanding equity held by NEOs will accelerate in connection with the transaction (single trigger), including recently granted awards.
ImmunoGen, Inc.	01/31/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the merger transaction merits shareholder support.
Inari Medical, Inc.	04/24/2024	Management	1	Elect Director Rebecca Chambers	For	Withhold	Withhold	Withhold	WITHHOLD votes for Donald (Don) Milder are warranted for serving as a non-independent member of a key board committee. In the absence of Governance Committee members on the ballot, WITHHOLD votes are warranted for director nominees Donald (Don) Milder, Andrew (Drew) Hykes, Rebecca Chambers, and William (Bill) Hoffman given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Inari Medical, Inc.	04/24/2024	Management	2	Elect Director William Hoffman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Donald (Don) Milder are warranted for serving as a non-independent member of a key board committee. In the absence of Governance Committee members on the ballot, WITHHOLD votes are warranted for director nominees Donald (Don) Milder, Andrew (Drew) Hykes, Rebecca Chambers, and William (Bill) Hoffman given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Inari Medical, Inc.	04/24/2024	Management	3	Elect Director Andrew Hykes	For	Withhold	Withhold	Withhold	WITHHOLD votes for Donald (Don) Milder are warranted for serving as a non-independent member of a key board committee. In the absence of Governance Committee members on the ballot, WITHHOLD votes are warranted for director nominees Donald (Don) Milder, Andrew (Drew) Hykes, Rebecca Chambers, and William (Bill) Hoffman given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Inari Medical, Inc.	04/24/2024	Management	4	Elect Director Donald Milder	For	Withhold	Withhold	Withhold	WITHHOLD votes for Donald (Don) Milder are warranted for serving as a non-independent member of a key board committee. In the absence of Governance Committee members on the ballot, WITHHOLD votes are warranted for director nominees Donald (Don) Milder, Andrew (Drew) Hykes, Rebecca Chambers, and William (Bill) Hoffman given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Inari Medical, Inc.	04/24/2024	Management	5	Ratify BDO USA, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Inari Medical, Inc.	04/24/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Independence Contract Drilling, Inc.	06/05/2024	Management	1	Elect Director James G. Minmier	For	For	For	For	A vote FOR the director nominees is warranted.
Independence Contract Drilling, Inc.	06/05/2024	Management	2	Elect Director J. Anthony Gallegos, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Independence Contract Drilling, Inc.	06/05/2024	Management	3	Elect Director Robert J. Barrett, IV	For	For	For	For	A vote FOR the director nominees is warranted.
Independence Contract Drilling, Inc.	06/05/2024	Management	4	Elect Director Brian D. Berman	For	For	For	For	A vote FOR the director nominees is warranted.
Independence Contract Drilling, Inc.	06/05/2024	Management	5	Elect Director Vincent J. Cebula	For	For	For	For	A vote FOR the director nominees is warranted.
Independence Contract Drilling, Inc.	06/05/2024	Management	6	Elect Director Christopher M. Gleysteen	For	For	For	For	A vote FOR the director nominees is warranted.
Independence Contract Drilling, Inc.	06/05/2024	Management	7	Elect Director Stacy D. Nieuwoudt	For	For	For	For	A vote FOR the director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Independence Contract Drilling, Inc.	06/05/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Independence Contract Drilling, Inc.	06/05/2024	Management	9	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Independent Bank Corp.	05/16/2024	Management	1	Elect Director Donna L. Abelli	For	For	Against	Against	Votes AGAINST non-independent nominees Donna Abelli, Jeffrey (Jeff) Tengel and John Morrissey are warranted for lack of a majority independent board. Votes AGAINST Donna Abelli and John Morrissey are also warranted for serving as non-independent members of a key board committee. A vote FOR Mary L. Lentz is warranted.
Independent Bank Corp.	05/16/2024	Management	2	Elect Director Mary L. Lentz	For	For	For	For	Votes AGAINST non-independent nominees Donna Abelli, Jeffrey (Jeff) Tengel and John Morrissey are warranted for lack of a majority independent board. Votes AGAINST Donna Abelli and John Morrissey are also warranted for serving as non-independent members of a key board committee. A vote FOR Mary L. Lentz is warranted.
Independent Bank Corp.	05/16/2024	Management	3	Elect Director John J. Morrissey	For	For	Against	Against	Votes AGAINST non-independent nominees Donna Abelli, Jeffrey (Jeff) Tengel and John Morrissey are warranted for lack of a majority independent board. Votes AGAINST Donna Abelli and John Morrissey are also warranted for serving as non-independent members of a key board committee. A vote FOR Mary L. Lentz is warranted.
Independent Bank Corp.	05/16/2024	Management	4	Elect Director Jeffrey J. Tengel	For	For	Against	Against	Votes AGAINST non-independent nominees Donna Abelli, Jeffrey (Jeff) Tengel and John Morrissey are warranted for lack of a majority independent board. Votes AGAINST Donna Abelli and John Morrissey are also warranted for serving as non-independent members of a key board committee. A vote FOR Mary L. Lentz is warranted.
Independent Bank Corp.	05/16/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Independent Bank Corp.	05/16/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Independent Bank Corporation	04/23/2024	Management	1	Elect Director Christina L. Keller	For	For	For	For	A vote FOR the director nominees is warranted.
Independent Bank Corporation	04/23/2024	Management	2	Elect Director Ronia F. Kruse	For	For	For	For	A vote FOR the director nominees is warranted.
Independent Bank Corporation	04/23/2024	Management	3	Elect Director Michael M. Magee, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Independent Bank Corporation	04/23/2024	Management	4	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Independent Bank Corporation	04/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Independent Bank Group, Inc.	06/11/2024	Management	1	Elect Director Daniel W. Brooks	For	For	Against	Against	Votes AGAINST non-independent nominees G. Stacy Smith, Daniel Brooks, William (Will) Fair, Craig Holmes and Michael Viola are warranted for lack of a majority independent board. Votes AGAINST G. Stacy Smith, William (Will) Fair, Craig Holmes and Michael Viola are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Independent Bank Group, Inc.	06/11/2024	Management	2	Elect Director Janet P. Froetscher	For	For	For	For	Votes AGAINST non-independent nominees G. Stacy Smith, Daniel Brooks, William (Will) Fair, Craig Holmes and Michael Viola are warranted for lack of a majority independent board. Votes AGAINST G. Stacy Smith, William (Will) Fair, Craig Holmes and Michael Viola are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Independent Bank Group, Inc.	06/11/2024	Management	3	Elect Director Craig E. Holmes	For	For	Against	Against	Votes AGAINST non-independent nominees G. Stacy Smith, Daniel Brooks, William (Will) Fair, Craig Holmes and Michael Viola are warranted for lack of a majority independent board. Votes AGAINST G. Stacy Smith, William (Will) Fair, Craig Holmes and Michael Viola are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Independent Bank Group, Inc.	06/11/2024	Management	4	Elect Director G. Stacy Smith	For	For	Against	Against	Votes AGAINST non-independent nominees G. Stacy Smith, Daniel Brooks, William (Will) Fair, Craig Holmes and Michael Viola are warranted for lack of a majority independent board. Votes AGAINST G. Stacy Smith, William (Will) Fair, Craig Holmes and Michael Viola are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Independent Bank Group, Inc.	06/11/2024	Management	5	Elect Director William E. Fair	For	For	Against	Against	Votes AGAINST non-independent nominees G. Stacy Smith, Daniel Brooks, William (Will) Fair, Craig Holmes and Michael Viola are warranted for lack of a majority independent board. Votes AGAINST G. Stacy Smith, William (Will) Fair, Craig Holmes and Michael Viola are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Independent Bank Group, Inc.	06/11/2024	Management	6	Elect Director Donald L. Poarch	For	For	For	For	Votes AGAINST non-independent nominees G. Stacy Smith, Daniel Brooks, William (Will) Fair, Craig Holmes and Michael Viola are warranted for lack of a majority independent board. Votes AGAINST G. Stacy Smith, William (Will) Fair, Craig Holmes and Michael Viola are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Independent Bank Group, Inc.	06/11/2024	Management	7	Elect Director Michael T. Viola	For	For	Against	Against	Votes AGAINST non-independent nominees G. Stacy Smith, Daniel Brooks, William (Will) Fair, Craig Holmes and Michael Viola are warranted for lack of a majority independent board. Votes AGAINST G. Stacy Smith, William (Will) Fair, Craig Holmes and Michael Viola are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Independent Bank Group, Inc.	06/11/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Independent Bank Group, Inc.	06/11/2024	Management	9	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Independent Bank Group, Inc.	06/11/2024	Management	10	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Infinera Corporation	06/12/2024	Management	1	Elect Director David W. Heard	For	For	For	For	Votes AGAINST Paul Milbury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Infinera Corporation	06/12/2024	Management	2	Elect Director Paul J. Milbury	For	For	Against	Against	Votes AGAINST Paul Milbury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Infinera Corporation	06/12/2024	Management	3	Elect Director David F. Welch	For	For	For	For	Votes AGAINST Paul Milbury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Infinera Corporation	06/12/2024	Management	4	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for company loans to officers for the exercise of awards.
Infinera Corporation	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided tax reimbursement for an executive's relocation benefits.
Infinera Corporation	06/12/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Information Services Group, Inc.	04/25/2024	Management	1	Elect Director Bruce N. Pfau	For	For	For	For	WITHHOLD votes for non-independent nominee Kalpana Raina are warranted for lack of a majority independent board. WITHHOLD votes for Kalpana Raina are also warranted for serving as a non-independent member of a key board committee. A vote FOR Bruce N. Pfau is warranted.
Information Services Group, Inc.	04/25/2024	Management	2	Elect Director Kalpana Raina	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Kalpana Raina are warranted for lack of a majority independent board. WITHHOLD votes for Kalpana Raina are also warranted for serving as a non-independent member of a key board committee. A vote FOR Bruce N. Pfau is warranted.
Information Services Group, Inc.	04/25/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Information Services Group, Inc.	04/25/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
InfuSystem Holdings, Inc.	05/16/2024	Management	1	Elect Director Ralph F. Boyd	For	For	For	For	A vote FOR all director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2024	Management	2	Elect Director Richard A. Dilorio	For	For	For	For	A vote FOR all director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2024	Management	3	Elect Director Kenneth D. Eichenbaum	For	For	For	For	A vote FOR all director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2024	Management	4	Elect Director Paul A. Gendron	For	For	For	For	A vote FOR all director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2024	Management	5	Elect Director Beverly A. Huss	For	For	For	For	A vote FOR all director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2024	Management	6	Elect Director Carrie A. Lachance	For	For	For	For	A vote FOR all director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2024	Management	7	Elect Director Scott A. Shuda	For	For	For	For	A vote FOR all director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
InfuSystem Holdings, Inc.	05/16/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Ingevity Corporation	04/23/2024	Management	1	Elect Director Jean S. Blackwell	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/23/2024	Management	2	Elect Director Luis Fernandez-Moreno	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/23/2024	Management	3	Elect Director John C. Fortson	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/23/2024	Management	4	Elect Director Diane H. Gulyas	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/23/2024	Management	5	Elect Director Bruce D. Hoechner	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/23/2024	Management	6	Elect Director Frederick J. Lynch	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/23/2024	Management	7	Elect Director Karen G. Narwold	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/23/2024	Management	8	Elect Director Daniel F. Sansone	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/23/2024	Management	9	Elect Director Benjamin G. (Shon) Wright	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ingevity Corporation	04/23/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ingevity Corporation	04/23/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Ingles Markets, Incorporated	02/13/2024	Management	1	Elect Director Ernest E. Ferguson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for John Lowden for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes are warranted for incumbent director nominees Ernest Ferguson and John Lowden due to the following reasons: * For the board's failure to address the majority withhold vote with respect to the re-election of director Ernest Ferguson at last year's annual meeting; * In the absence of a formal Nominating Committee, for the lack of racial and/or ethnic diversity on the board; and * In the absence of a formal Governance Committee, for maintaining a dual-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for incumbent Audit Committee member Ernest Ferguson for failing to include auditor ratification on the proxy ballot.
Ingles Markets, Incorporated	02/13/2024	Management	2	Elect Director John R. Lowden	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for John Lowden for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes are warranted for incumbent director nominees Ernest Ferguson and John Lowden due to the following reasons: * For the board's failure to address the majority withhold vote with respect to the re-election of director Ernest Ferguson at last year's annual meeting; * In the absence of a formal Nominating Committee, for the lack of racial and/or ethnic diversity on the board; and * In the absence of a formal Governance Committee, for maintaining a dual-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for incumbent Audit Committee member Ernest Ferguson for failing to include auditor ratification on the proxy ballot.
Ingles Markets, Incorporated	02/13/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Ingles Markets, Incorporated	02/13/2024	Shareholder	4	Report on Cage Free Egg Progress	Against	For	For	For	A vote FOR this resolution is warranted because greater transparency would help the company's shareholders evaluate the company's progress toward its goal and better align the company with industry norms.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ingles Markets, Incorporated	02/13/2024	Shareholder	5	Report on Material ESG Risks	Against	For	For	For	A vote FOR this resolution is warranted because additional information would help the company's shareholders better understand how the company is managing environmental and social risks and trends in general and changes in customer preferences stemming from these issues.
Ingredion Incorporated	05/15/2024	Management	1	Elect Director David B. Fischer	For	For	Against	Against	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	2	Elect Director Rhonda L. Jordan	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	3	Elect Director Gregory B. Kenny	For	For	Against	Against	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	4	Elect Director Charles V. Magro	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	5	Elect Director Victoria J. Reich	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	6	Elect Director Catherine A. Suever	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	7	Elect Director Stephan B. Tanda	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	8	Elect Director Jorge A. Uribe	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	9	Elect Director Patricia Verduin	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	10	Elect Director Dwayne A. Wilson	For	For	Against	Against	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	11	Elect Director James P. Zallie	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Ingredion Incorporated	05/15/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Ingredion Incorporated	05/15/2024	Management	14	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Innodata Inc.	06/05/2024	Management	1	Elect Director Jack S. Abuhoff	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Abuhoff, Louise Forlenza and Stewart Massey are warranted for lack of a majority independent board. WITHHOLD votes for Louise Forlenza and Stewart Massey are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for director nominees Nauman (Nick) Toor, Jack Abuhoff, Louise Forlenza, and Stewart Massey are warranted, in the absence of a governance committee, for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws.
Innodata Inc.	06/05/2024	Management	2	Elect Director Louise C. Forlenza	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Abuhoff, Louise Forlenza and Stewart Massey are warranted for lack of a majority independent board. WITHHOLD votes for Louise Forlenza and Stewart Massey are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for director nominees Nauman (Nick) Toor, Jack Abuhoff, Louise Forlenza, and Stewart Massey are warranted, in the absence of a governance committee, for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws.
Innodata Inc.	06/05/2024	Management	3	Elect Director Stewart R. Massey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Abuhoff, Louise Forlenza and Stewart Massey are warranted for lack of a majority independent board. WITHHOLD votes for Louise Forlenza and Stewart Massey are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for director nominees Nauman (Nick) Toor, Jack Abuhoff, Louise Forlenza, and Stewart Massey are warranted, in the absence of a governance committee, for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws.
Innodata Inc.	06/05/2024	Management	4	Elect Director Nauman (Nick) Toor	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Abuhoff, Louise Forlenza and Stewart Massey are warranted for lack of a majority independent board. WITHHOLD votes for Louise Forlenza and Stewart Massey are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for director nominees Nauman (Nick) Toor, Jack Abuhoff, Louise Forlenza, and Stewart Massey are warranted, in the absence of a governance committee, for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws.
Innodata Inc.	06/05/2024	Management	5	Ratify BDO India LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Innodata Inc.	06/05/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
Innospec Inc.	05/10/2024	Management	1	Elect Director Milton C. Blackmore	For	For	Withhold	Withhold	WITHHOLD votes for Milton (Bud) Blackmore are warranted for serving as a non-independent member of a key board committee. A vote FOR Leslie J. Parrette is warranted.
Innospec Inc.	05/10/2024	Management	2	Elect Director Leslie J. Parrette	For	For	For	For	WITHHOLD votes for Milton (Bud) Blackmore are warranted for serving as a non-independent member of a key board committee. A vote FOR Leslie J. Parrette is warranted.
Innospec Inc.	05/10/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Innospec Inc.	05/10/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Innoviva, Inc.	06/17/2024	Management	1	Elect Director Mark A. DiPaolo	For	For	For	For	Votes AGAINST Sapna Srivastava are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	06/17/2024	Management	2	Elect Director Jules Haimovitz	For	For	For	For	Votes AGAINST Sapna Srivastava are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	06/17/2024	Management	3	Elect Director Odysseas D. Kostas	For	For	For	For	Votes AGAINST Sapna Srivastava are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Innoviva, Inc.	06/17/2024	Management	4	Elect Director Sarah J. Schlesinger	For	For	For	For	Votes AGAINST Sapna Srivastava are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	06/17/2024	Management	5	Elect Director Sapna Srivastava	For	For	Against	Against	Votes AGAINST Sapna Srivastava are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	06/17/2024	Management	6	Elect Director Derek Small	For	For	For	For	Votes AGAINST Sapna Srivastava are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	06/17/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Innoviva, Inc.	06/17/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Inogen, Inc.	06/05/2024	Management	1	Elect Director Elizabeth Mora	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Elizabeth (Beth) Mora for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee members Elizabeth (Beth) Mora and Heather Rider given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee chair Heather Rider for failure to establish racial/ethnic diversity on the board.
Inogen, Inc.	06/05/2024	Management	2	Elect Director Heather Rider	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Elizabeth (Beth) Mora for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee members Elizabeth (Beth) Mora and Heather Rider given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee chair Heather Rider for failure to establish racial/ethnic diversity on the board.
Inogen, Inc.	06/05/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Inogen, Inc.	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Inogen, Inc.	06/05/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.35 percent is excessive. * The plan administrator may provide loans to exercise awards.
Insight Enterprises, Inc.	05/21/2024	Management	1	Elect Director Joyce A. Mullen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy (Tim) Crown, Joyce Mullen, Anthony (Tony) Iburguen, Richard (Rick) Allen and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Iburguen, Richard (Rick) Allen and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/21/2024	Management	2	Elect Director Timothy A. Crown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy (Tim) Crown, Joyce Mullen, Anthony (Tony) Iburguen, Richard (Rick) Allen and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Iburguen, Richard (Rick) Allen and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/21/2024	Management	3	Elect Director Richard E. Allen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy (Tim) Crown, Joyce Mullen, Anthony (Tony) Iburguen, Richard (Rick) Allen and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Iburguen, Richard (Rick) Allen and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Insight Enterprises, Inc.	05/21/2024	Management	4	Elect Director Bruce W. Armstrong	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy (Tim) Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/21/2024	Management	5	Elect Director Alexander L. Baum	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy (Tim) Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/21/2024	Management	6	Elect Director Linda M. Breard	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy (Tim) Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/21/2024	Management	7	Elect Director Catherine Courage	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy (Tim) Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/21/2024	Management	8	Elect Director Anthony A. Ibarguen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy (Tim) Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/21/2024	Management	9	Elect Director Kathleen S. Pushor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy (Tim) Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/21/2024	Management	10	Elect Director Girish Rishi	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy (Tim) Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Insight Enterprises, Inc.	05/21/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Insperty, Inc.	05/21/2024	Management	1	Elect Director Carol R. Kaufman	For	For	For	For	A vote FOR all director nominees is warranted.
Insperty, Inc.	05/21/2024	Management	2	Elect Director John L. Lumelleau	For	For	For	For	A vote FOR all director nominees is warranted.
Insperty, Inc.	05/21/2024	Management	3	Elect Director Paul J. Sarvadi	For	For	For	For	A vote FOR all director nominees is warranted.
Insperty, Inc.	05/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Insperty, Inc.	05/21/2024	Management	5	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Insperty, Inc.	05/21/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Inspire Medical Systems, Inc.	05/02/2024	Management	1	Elect Director Shelley G. Broader	For	For	For	For	WITHHOLD votes for Casey Tansey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Inspire Medical Systems, Inc.	05/02/2024	Management	2	Elect Director Myriam J. Curet	For	For	For	For	WITHHOLD votes for Casey Tansey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Inspire Medical Systems, Inc.	05/02/2024	Management	3	Elect Director Casey M. Tansey	For	For	Withhold	Withhold	WITHHOLD votes for Casey Tansey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Inspire Medical Systems, Inc.	05/02/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Inspire Medical Systems, Inc.	05/02/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Inspired Entertainment, Inc.	05/22/2024	Management	1	Elect Director A. Lorne Weil	For	For	For	For	WITHHOLD votes are warranted for Audit Committee members Michael Chambrello, Ira Raphaelson and John Vandemore for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/22/2024	Management	2	Elect Director Michael R. Chambrello	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Audit Committee members Michael Chambrello, Ira Raphaelson and John Vandemore for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/22/2024	Management	3	Elect Director Ira H. Raphaelson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Audit Committee members Michael Chambrello, Ira Raphaelson and John Vandemore for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/22/2024	Management	4	Elect Director Desiree G. Rogers	For	For	For	For	WITHHOLD votes are warranted for Audit Committee members Michael Chambrello, Ira Raphaelson and John Vandemore for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/22/2024	Management	5	Elect Director Steven M. Saferin	For	For	For	For	WITHHOLD votes are warranted for Audit Committee members Michael Chambrello, Ira Raphaelson and John Vandemore for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/22/2024	Management	6	Elect Director Katja Tautscher	For	For	For	For	WITHHOLD votes are warranted for Audit Committee members Michael Chambrello, Ira Raphaelson and John Vandemore for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/22/2024	Management	7	Elect Director John M. Vandemore	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Audit Committee members Michael Chambrello, Ira Raphaelson and John Vandemore for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/22/2024	Management	8	Ratify Marcum LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Installed Building Products, Inc.	05/23/2024	Management	1	Elect Director Margot L. Carter	For	For	For	For	A vote AGAINST David Meuse, as a member of the Compensation and Human Capital Committee, is warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Installed Building Products, Inc.	05/23/2024	Management	2	Elect Director David R. Meuse	For	For	Against	Against	A vote AGAINST David Meuse, as a member of the Compensation and Human Capital Committee, is warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Installed Building Products, Inc.	05/23/2024	Management	3	Elect Director Michael H. Thomas	For	For	For	For	A vote AGAINST David Meuse, as a member of the Compensation and Human Capital Committee, is warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Installed Building Products, Inc.	05/23/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Installed Building Products, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Insteel Industries, Inc.	02/13/2024	Management	1	Elect Director G. Kennedy (Ken) Thompson	For	For	For	For	WITHHOLD votes for Howard Woltz III are warranted for lack of racial/ethnic diversity on the board. A vote FOR G. Kennedy (Ken) Thompson is warranted.
Insteel Industries, Inc.	02/13/2024	Management	2	Elect Director H.O. Woltz, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for Howard Woltz III are warranted for lack of racial/ethnic diversity on the board. A vote FOR G. Kennedy (Ken) Thompson is warranted.
Insteel Industries, Inc.	02/13/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Insteel Industries, Inc.	02/13/2024	Management	4	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Instructure Holdings, Inc.	05/23/2024	Management	1	Elect Director Steve Daly	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Daly and Brian Jaffee are warranted for lack of a majority independent board. WITHHOLD votes for Brian Jaffee are further warranted due to the following reasons: * for serving as a non-independent member of certain key board committees; * given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirements, each of which adversely impact shareholder rights; and * for lack of racial or ethnic diversity on the board. A vote FOR Lloyd Waterhouse is warranted.
Instructure Holdings, Inc.	05/23/2024	Management	2	Elect Director Brian Jaffee	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Daly and Brian Jaffee are warranted for lack of a majority independent board. WITHHOLD votes for Brian Jaffee are further warranted due to the following reasons: * for serving as a non-independent member of certain key board committees; * given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirements, each of which adversely impact shareholder rights; and * for lack of racial or ethnic diversity on the board. A vote FOR Lloyd Waterhouse is warranted.
Instructure Holdings, Inc.	05/23/2024	Management	3	Elect Director Lloyd "Buzz" Waterhouse	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Daly and Brian Jaffee are warranted for lack of a majority independent board. WITHHOLD votes for Brian Jaffee are further warranted due to the following reasons: * for serving as a non-independent member of certain key board committees; * given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirements, each of which adversely impact shareholder rights; and * for lack of racial or ethnic diversity on the board. A vote FOR Lloyd Waterhouse is warranted.
Instructure Holdings, Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Instructure Holdings, Inc.	05/23/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Integer Holdings Corporation	05/22/2024	Management	1	Elect Director Sheila Antrum	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/22/2024	Management	2	Elect Director Pamela G. Bailey	For	For	Withhold	Withhold	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Integer Holdings Corporation	05/22/2024	Management	3	Elect Director Cheryl C. Capps	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/22/2024	Management	4	Elect Director Joseph W. Dziedzic	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/22/2024	Management	5	Elect Director James F. Hinrichs	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/22/2024	Management	6	Elect Director Jean Hobby	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/22/2024	Management	7	Elect Director Alvin (Tyrone) Jeffers	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/22/2024	Management	8	Elect Director M. Craig Maxwell	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/22/2024	Management	9	Elect Director Filippo Passerini	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/22/2024	Management	10	Elect Director Donald J. Spence	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/22/2024	Management	11	Elect Director William B. Summers, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/22/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Integer Holdings Corporation	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	1	Elect Director Keith Bradley	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	2	Elect Director Shaundra D. Clay	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	3	Elect Director Jan De Witte	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Integra LifeSciences Holdings Corporation	05/09/2024	Management	4	Elect Director Stuart M. Essig	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	5	Elect Director Jeffrey A. Graves	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	6	Elect Director Barbara B. Hill	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	7	Elect Director Renee W. Lo	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	8	Elect Director Raymond G. Murphy	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	9	Elect Director Christian S. Schade	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Integra LifeSciences Holdings Corporation	05/09/2024	Management	12	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: - The plan administrator may provide loans to exercise awards. - The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Integral Ad Science Holding Corp.	05/07/2024	Management	1	Elect Director Bridgette Heller	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Bridgette Heller, Christina Lema, and Jill Putman given the board's failure to remove or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Integral Ad Science Holding Corp.	05/07/2024	Management	2	Elect Director Christina Lema	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Bridgette Heller, Christina Lema, and Jill Putman given the board's failure to remove or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Integral Ad Science Holding Corp.	05/07/2024	Management	3	Elect Director Jill Putman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Bridgette Heller, Christina Lema, and Jill Putman given the board's failure to remove or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Integral Ad Science Holding Corp.	05/07/2024	Management	4	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Integral Ad Science Holding Corp.	05/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Integral Ad Science Holding Corp.	05/07/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intellia Therapeutics, Inc.	06/12/2024	Management	1	Elect Director Fred Cohen	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee member Franciscus (Frank) Verwiel are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Fred Cohen are warranted for serving as a director on more than four public company boards.
Intellia Therapeutics, Inc.	06/12/2024	Management	2	Elect Director Frank Verwiel	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee member Franciscus (Frank) Verwiel are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Fred Cohen are warranted for serving as a director on more than four public company boards.
Intellia Therapeutics, Inc.	06/12/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intellia Therapeutics, Inc.	06/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Intellia Therapeutics, Inc.	06/12/2024	Management	5	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Intellicheck, Inc.	05/08/2024	Management	1	Elect Director Guy L. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Intellicheck, Inc.	05/08/2024	Management	2	Elect Director Dondi Black	For	For	For	For	A vote FOR the director nominees is warranted.
Intellicheck, Inc.	05/08/2024	Management	3	Elect Director Gregory B. Braca	For	For	For	For	A vote FOR the director nominees is warranted.
Intellicheck, Inc.	05/08/2024	Management	4	Elect Director Dylan Glenn	For	For	For	For	A vote FOR the director nominees is warranted.
Intellicheck, Inc.	05/08/2024	Management	5	Elect Director David E. Ullman	For	For	For	For	A vote FOR the director nominees is warranted.
Intellicheck, Inc.	05/08/2024	Management	6	Elect Director Bryan Lewis	For	For	For	For	A vote FOR the director nominees is warranted.
Intellicheck, Inc.	05/08/2024	Management	7	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Intellicheck, Inc.	05/08/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Intellicheck, Inc.	05/08/2024	Management	9	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Interface, Inc.	05/13/2024	Management	1	Elect Director John P. Burke	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Interface, Inc.	05/13/2024	Management	2	Elect Director Dwight Gibson	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/13/2024	Management	3	Elect Director Daniel T. Hendrix	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/13/2024	Management	4	Elect Director Laurel M. Hurd	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/13/2024	Management	5	Elect Director Christopher G. Kennedy	For	For	Withhold	Withhold	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/13/2024	Management	6	Elect Director Joseph Keough	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/13/2024	Management	7	Elect Director Catherine M. Kilbane	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/13/2024	Management	8	Elect Director K. David Kohler	For	For	Withhold	Withhold	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/13/2024	Management	9	Elect Director Catherine Marcus	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/13/2024	Management	10	Elect Director Robert T. O'Brien	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/13/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Interface, Inc.	05/13/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Interface, Inc.	05/13/2024	Management	13	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
International Bancshares Corporation	05/20/2024	Management	1	Elect Director Javier de Anda	For	For	For	For	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/20/2024	Management	2	Elect Director Douglas B. Howland	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/20/2024	Management	3	Elect Director Rudolph M. Miles	For	For	For	For	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
International Bancshares Corporation	05/20/2024	Management	4	Elect Director Dennis E. Nixon	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/20/2024	Management	5	Elect Director Larry A. Norton	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/20/2024	Management	6	Elect Director Roberto R. Resendez	For	For	For	For	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/20/2024	Management	7	Elect Director Antonio R. Sanchez, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/20/2024	Management	8	Elect Director Diana G. Zuniga	For	For	For	For	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/20/2024	Management	9	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
International Bancshares Corporation	05/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
International Game Technology PLC	05/14/2024	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this resolution is warranted in the absence of any known issues concerning the company's audited accounts and financial statements.
International Game Technology PLC	05/14/2024	Management	2	Approve Remuneration Report	For	For	For	For	
International Game Technology PLC	05/14/2024	Management	3	Approve Remuneration Policy	For	Against	Against	Against	A vote AGAINST this proposal is warranted the Company is introducing a cap on sign-on payments which, while welcome, is considered excessive, particularly given such payments may be made in addition to buyout awards and the already-competitive opportunity available under the variable pay schemes. Such payments are also subject to the Remuneration Committee's sole discretion, which may be considered overarching. The remuneration policy is being submitted in accordance with U.K. regulation, where the company is incorporated. It is noted that there are features of the remuneration policy that do not align with market practice for U.K.-listed companies (for instance, the termination provisions), but are considered to be consistent with U.S. practice.
International Game Technology PLC	05/14/2024	Management	4	Elect Director Massimiliano Chiara	For	For	For	For	Votes AGAINST James (Jim) McCann are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Game Technology PLC	05/14/2024	Management	5	Elect Director Alberto Dessy	For	For	For	For	Votes AGAINST James (Jim) McCann are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Game Technology PLC	05/14/2024	Management	6	Elect Director Enrico Drago	For	For	For	For	Votes AGAINST James (Jim) McCann are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
International Game Technology PLC	05/14/2024	Management	7	Elect Director Ashley M. Hunter	For	For	For	For	Votes AGAINST James (Jim) McCann are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Game Technology PLC	05/14/2024	Management	8	Elect Director James McCann	For	For	Against	Against	Votes AGAINST James (Jim) McCann are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Game Technology PLC	05/14/2024	Management	9	Elect Director Heather McGregor	For	For	For	For	Votes AGAINST James (Jim) McCann are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Game Technology PLC	05/14/2024	Management	10	Elect Director Lorenzo Pellicoli	For	For	For	For	Votes AGAINST James (Jim) McCann are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Game Technology PLC	05/14/2024	Management	11	Elect Director Maria Pinelli	For	For	For	For	Votes AGAINST James (Jim) McCann are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Game Technology PLC	05/14/2024	Management	12	Elect Director Samantha Ravich	For	For	For	For	Votes AGAINST James (Jim) McCann are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Game Technology PLC	05/14/2024	Management	13	Elect Director Vincent Sadusky	For	For	For	For	Votes AGAINST James (Jim) McCann are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Game Technology PLC	05/14/2024	Management	14	Elect Director Marco Sala	For	For	For	For	Votes AGAINST James (Jim) McCann are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Game Technology PLC	05/14/2024	Management	15	Elect Director Gianmario Tondato Da Ruos	For	For	For	For	Votes AGAINST James (Jim) McCann are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Game Technology PLC	05/14/2024	Management	16	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST Item 16 is warranted as the auditor's tenure at the company exceeds seven years. A vote FOR Item 17 is warranted as the non-audit fees are less than 25 percent of total fees paid.
International Game Technology PLC	05/14/2024	Management	17	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote AGAINST Item 16 is warranted as the auditor's tenure at the company exceeds seven years. A vote FOR Item 17 is warranted as the non-audit fees are less than 25 percent of total fees paid.
International Game Technology PLC	05/14/2024	Management	18	Authorize Political Donations and Expenditure	For	For	For	For	A vote FOR this resolution is warranted because the company states that it does not intend to make overtly political payments but is making this technical proposal in order to avoid inadvertent contravention of UK legislation.
International Game Technology PLC	05/14/2024	Management	19	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST Item 19 is warranted because the potential share capital increase is considered excessive. A vote FOR Item 20 is warranted as the proposed amount falls within recommended limits. A vote AGAINST Item 21 is warranted because the proposed amount, in addition to Item 20, would exceed the 10-percent guideline for issuances without preemptive rights.
International Game Technology PLC	05/14/2024	Management	20	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	For	A vote AGAINST Item 19 is warranted because the potential share capital increase is considered excessive. A vote FOR Item 20 is warranted as the proposed amount falls within recommended limits. A vote AGAINST Item 21 is warranted because the proposed amount, in addition to Item 20, would exceed the 10-percent guideline for issuances without preemptive rights.
International Game Technology PLC	05/14/2024	Management	21	Authorize Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	Against	Against	A vote AGAINST Item 19 is warranted because the potential share capital increase is considered excessive. A vote FOR Item 20 is warranted as the proposed amount falls within recommended limits. A vote AGAINST Item 21 is warranted because the proposed amount, in addition to Item 20, would exceed the 10-percent guideline for issuances without preemptive rights.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
International Game Technology PLC	05/14/2024	Management	22	Authorize Market Purchase of Ordinary Shares	For	For	For	For	A vote FOR this item is warranted because the proposed amount and duration are within recommended limits.
International Money Express, Inc.	06/21/2024	Management	1	Elect Director Robert Lisy	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Michael Purcell given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
International Money Express, Inc.	06/21/2024	Management	2	Elect Director Adam Godfrey	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Michael Purcell given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
International Money Express, Inc.	06/21/2024	Management	3	Elect Director Michael Purcell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Michael Purcell given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
International Money Express, Inc.	06/21/2024	Management	4	Ratify BDO USA, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
International Money Express, Inc.	06/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
International Seaways, Inc.	06/12/2024	Management	1	Elect Director Douglas D. Wheat	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/12/2024	Management	2	Elect Director Darron M. Anderson	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/12/2024	Management	3	Elect Director Timothy J. Bernlohr	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/12/2024	Management	4	Elect Director Ian T. Blackley	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/12/2024	Management	5	Elect Director A. Kate Blankenship	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/12/2024	Management	6	Elect Director Randee E. Day	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/12/2024	Management	7	Elect Director David I. Greenberg	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/12/2024	Management	8	Elect Director Kristian K. Johansen	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/12/2024	Management	9	Elect Director Craig H. Stevenson, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/12/2024	Management	10	Elect Director Lois K. Zabrocky	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/12/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
International Seaways, Inc.	06/12/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
inTEST Corporation	06/20/2024	Management	1	Elect Director Steven J. Abrams	For	Withhold	Withhold	Withhold	WITHHOLD votes for Steven Abrams are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Steven Abrams are further warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
inTEST Corporation	06/20/2024	Management	2	Elect Director Jeffrey A. Beck	For	For	For	For	WITHHOLD votes for Steven Abrams are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Steven Abrams are further warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
inTEST Corporation	06/20/2024	Management	3	Elect Director Joseph W. Dews, IV	For	For	For	For	WITHHOLD votes for Steven Abrams are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Steven Abrams are further warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
inTEST Corporation	06/20/2024	Management	4	Elect Director Richard N. Grant, Jr.	For	For	For	For	WITHHOLD votes for Steven Abrams are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Steven Abrams are further warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
inTEST Corporation	06/20/2024	Management	5	Elect Director Gerald (Jerry) J. Maginnis	For	For	For	For	WITHHOLD votes for Steven Abrams are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Steven Abrams are further warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
inTEST Corporation	06/20/2024	Management	6	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
inTEST Corporation	06/20/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Intevac, Inc.	05/15/2024	Management	1	Elect Director David S. Dury	For	Against	Against	Against	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee chair David Dury are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/15/2024	Management	2	Elect Director Nigel D. Hunton	For	For	For	For	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee chair David Dury are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/15/2024	Management	3	Elect Director Kevin D. Barber	For	For	For	For	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee chair David Dury are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/15/2024	Management	4	Elect Director Dorothy D. Hayes	For	For	For	For	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee chair David Dury are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/15/2024	Management	5	Elect Director Michele F. Klein	For	For	For	For	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee chair David Dury are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/15/2024	Management	6	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Intevac, Inc.	05/15/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.66 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Intevac, Inc.	05/15/2024	Management	8	Ratify BPM LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intevac, Inc.	05/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Intrepid Potash, Inc.	05/16/2024	Management	1	Elect Director Chris A. Elliott	For	For	Against	Against	Votes AGAINST Nominating Committee chair Lori Lancaster is warranted for lack of racial/ethnic diversity on the board. Votes AGAINST Chris Elliott are warranted for serving as a non-independent member of a key board committee.
Intrepid Potash, Inc.	05/16/2024	Management	2	Elect Director Lori A. Lancaster	For	Against	Against	Against	Votes AGAINST Nominating Committee chair Lori Lancaster is warranted for lack of racial/ethnic diversity on the board. Votes AGAINST Chris Elliott are warranted for serving as a non-independent member of a key board committee.
Intrepid Potash, Inc.	05/16/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intrepid Potash, Inc.	05/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Invesco Ltd.	05/23/2024	Management	1	Elect Director Sarah E. Beshar	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	2	Elect Director Thomas M. Finke	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Invesco Ltd.	05/23/2024	Management	3	Elect Director Thomas ("Todd") P. Gibbons	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	4	Elect Director William ("Bill") F. Glavin, Jr.	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	5	Elect Director Elizabeth S. Johnson	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	6	Elect Director Andrew R. Schlossberg	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	7	Elect Director Nigel Sheinwald	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	8	Elect Director Paula C. Tolliver	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	9	Elect Director G. Richard ("Rick") Wagoner, Jr.	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	10	Elect Director Christopher C. Womack	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	11	Elect Director Phoebe A. Wood	For	For	Against	Against	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Invesco Ltd.	05/23/2024	Management	13	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the three-year average burn rate is excessive.
Invesco Ltd.	05/23/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Invesco Ltd.	05/23/2024	Shareholder	15	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted. While current severance entitlements are reasonable, the company does not disclose a policy prohibiting additional cash severance payments beyond a certain level or a mechanism that would require shareholder approval in order for excessive cash severance to be payable. The requested policy would provide such shareholder protections.
Investar Holding Corporation	05/15/2024	Management	1	Elect Director John J. D'Angelo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Hidalgo Sr., John D'Angelo, Gordon (Don) Joffrion III, Suzanne Middleton, Andrew (Andy) Nelson and Frank Walker are warranted for lack of a majority independent board. WITHHOLD votes for Suzanne Middleton and Andrew (Andy) Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/15/2024	Management	2	Elect Director Anita M. Fontenot	For	For	For	For	WITHHOLD votes for non-independent nominees William (Bill) Hidalgo Sr., John D'Angelo, Gordon (Don) Joffrion III, Suzanne Middleton, Andrew (Andy) Nelson and Frank Walker are warranted for lack of a majority independent board. WITHHOLD votes for Suzanne Middleton and Andrew (Andy) Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/15/2024	Management	3	Elect Director William H. Hidalgo, Sr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Hidalgo Sr., John D'Angelo, Gordon (Don) Joffrion III, Suzanne Middleton, Andrew (Andy) Nelson and Frank Walker are warranted for lack of a majority independent board. WITHHOLD votes for Suzanne Middleton and Andrew (Andy) Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Investar Holding Corporation	05/15/2024	Management	4	Elect Director Rose J. Hudson	For	For	For	For	WITHHOLD votes for non-independent nominees William (Bill) Hidalgo Sr., John D'Angelo, Gordon (Don) Joffrion III, Suzanne Middleton, Andrew (Andy) Nelson and Frank Walker are warranted for lack of a majority independent board. WITHHOLD votes for Suzanne Middleton and Andrew (Andy) Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/15/2024	Management	5	Elect Director Gordon H. Joffrion, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Hidalgo Sr., John D'Angelo, Gordon (Don) Joffrion III, Suzanne Middleton, Andrew (Andy) Nelson and Frank Walker are warranted for lack of a majority independent board. WITHHOLD votes for Suzanne Middleton and Andrew (Andy) Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/15/2024	Management	6	Elect Director Robert Chris Jordan	For	For	For	For	WITHHOLD votes for non-independent nominees William (Bill) Hidalgo Sr., John D'Angelo, Gordon (Don) Joffrion III, Suzanne Middleton, Andrew (Andy) Nelson and Frank Walker are warranted for lack of a majority independent board. WITHHOLD votes for Suzanne Middleton and Andrew (Andy) Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/15/2024	Management	7	Elect Director Julio A. Melara	For	For	For	For	WITHHOLD votes for non-independent nominees William (Bill) Hidalgo Sr., John D'Angelo, Gordon (Don) Joffrion III, Suzanne Middleton, Andrew (Andy) Nelson and Frank Walker are warranted for lack of a majority independent board. WITHHOLD votes for Suzanne Middleton and Andrew (Andy) Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/15/2024	Management	8	Elect Director Suzanne O. Middleton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Hidalgo Sr., John D'Angelo, Gordon (Don) Joffrion III, Suzanne Middleton, Andrew (Andy) Nelson and Frank Walker are warranted for lack of a majority independent board. WITHHOLD votes for Suzanne Middleton and Andrew (Andy) Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/15/2024	Management	9	Elect Director Andrew C. Nelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Hidalgo Sr., John D'Angelo, Gordon (Don) Joffrion III, Suzanne Middleton, Andrew (Andy) Nelson and Frank Walker are warranted for lack of a majority independent board. WITHHOLD votes for Suzanne Middleton and Andrew (Andy) Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/15/2024	Management	10	Elect Director Frank L. Walker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Hidalgo Sr., John D'Angelo, Gordon (Don) Joffrion III, Suzanne Middleton, Andrew (Andy) Nelson and Frank Walker are warranted for lack of a majority independent board. WITHHOLD votes for Suzanne Middleton and Andrew (Andy) Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/15/2024	Management	11	Elect Director James E. Yegge	For	For	For	For	WITHHOLD votes for non-independent nominees William (Bill) Hidalgo Sr., John D'Angelo, Gordon (Don) Joffrion III, Suzanne Middleton, Andrew (Andy) Nelson and Frank Walker are warranted for lack of a majority independent board. WITHHOLD votes for Suzanne Middleton and Andrew (Andy) Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Investar Holding Corporation	05/15/2024	Management	12	Ratify Horne LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Investar Holding Corporation	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Investors Title Company	05/15/2024	Management	1	Elect Director James A. Fine, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee James Fine Jr. are warranted for lack of a majority independent board. WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders.
Investors Title Company	05/15/2024	Management	2	Elect Director Elton C. Parker, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee James Fine Jr. are warranted for lack of a majority independent board. WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders.
Investors Title Company	05/15/2024	Management	3	Elect Director James E. Scott	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee James Fine Jr. are warranted for lack of a majority independent board. WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders.
Investors Title Company	05/15/2024	Management	4	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IPG Photonics Corporation	06/18/2024	Management	1	Elect Director Gregory Beecher	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	2	Elect Director Michael Child	For	For	Against	Against	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	3	Elect Director Jeanmarie Desmond	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	4	Elect Director Gregory Dougherty	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	5	Elect Director Mark Gitin	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	6	Elect Director Kolleen Kennedy	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	7	Elect Director Eric Meurice	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	8	Elect Director Natalia Pavlova	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	9	Elect Director John Peeler	For	For	Against	Against	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	10	Elect Director Eugene Scherbakov	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	11	Elect Director Agnes Tang	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
IPG Photonics Corporation	06/18/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IRADIMED CORPORATION	06/20/2024	Management	1	Elect Director Roger Susi	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Susi and James (Jim) Hawkins are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for board chairman Roger Susi are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
IRADIMED CORPORATION	06/20/2024	Management	2	Elect Director Monty Allen	For	For	For	For	WITHHOLD votes for non-independent nominees Roger Susi and James (Jim) Hawkins are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for board chairman Roger Susi are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
IRADIMED CORPORATION	06/20/2024	Management	3	Elect Director Anthony Vuoto	For	For	For	For	WITHHOLD votes for non-independent nominees Roger Susi and James (Jim) Hawkins are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for board chairman Roger Susi are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
IRADIMED CORPORATION	06/20/2024	Management	4	Elect Director Hilda Scharen-Guivel	For	For	For	For	WITHHOLD votes for non-independent nominees Roger Susi and James (Jim) Hawkins are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for board chairman Roger Susi are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
IRADIMED CORPORATION	06/20/2024	Management	5	Elect Director James Hawkins	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Susi and James (Jim) Hawkins are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for board chairman Roger Susi are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
IRADIMED CORPORATION	06/20/2024	Management	6	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IRADIMED CORPORATION	06/20/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Iridium Communications Inc.	05/21/2024	Management	1	Elect Director Robert H. Niehaus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	2	Elect Director Thomas C. Canfield	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	3	Elect Director Matthew J. Desch	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	4	Elect Director Thomas J. Fitzpatrick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	5	Elect Director L. Anthony Frazier	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Iridium Communications Inc.	05/21/2024	Management	6	Elect Director Alvin B. Krongard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	7	Elect Director Suzanne E. McBride	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	8	Elect Director Eric T. Olson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	9	Elect Director Kay N. Sears	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	10	Elect Director Jacqueline E. Yeaney	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Iridium Communications Inc.	05/21/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
iTeos Therapeutics, Inc.	06/11/2024	Management	1	Elect Director Jill M. DeSimone	For	For	For	For	A vote FOR all director nominees is warranted.
iTeos Therapeutics, Inc.	06/11/2024	Management	2	Elect Director David K. Lee	For	For	For	For	A vote FOR all director nominees is warranted.
iTeos Therapeutics, Inc.	06/11/2024	Management	3	Ratify Deloitte Bedrijfsrevisoren / Reviseurs d'Entreprises BV/SRL as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Itron, Inc.	05/09/2024	Management	1	Elect Director Sanjay Mirchandani	For	For	For	For	A vote FOR all director nominees is warranted.
Itron, Inc.	05/09/2024	Management	2	Elect Director Thomas L. Deitrich	For	For	For	For	A vote FOR all director nominees is warranted.
Itron, Inc.	05/09/2024	Management	3	Elect Director Timothy M. Leyden	For	For	For	For	A vote FOR all director nominees is warranted.
Itron, Inc.	05/09/2024	Management	4	Elect Director Santiago Perez	For	For	For	For	A vote FOR all director nominees is warranted.
Itron, Inc.	05/09/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Itron, Inc.	05/09/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Itron, Inc.	05/09/2024	Management	7	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ITT Inc.	05/15/2024	Management	1	Elect Director Kevin Berryman	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ITT Inc.	05/15/2024	Management	2	Elect Director Donald DeFosset, Jr.	For	For	Against	Against	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	3	Elect Director Nazzic S. Keene	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	4	Elect Director Rebecca A. McDonald	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	5	Elect Director Christopher O'Shea	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	6	Elect Director Timothy H. Powers	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	7	Elect Director Luca Savi	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	8	Elect Director Cheryl L. Shavers	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	9	Elect Director Sharon Szafranski	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ITT Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
ITT Inc.	05/15/2024	Shareholder	12	Report on Political Contributions and Expenditures	Against	Against	For	For	A vote FOR this proposal is warranted, as the requested report would enable shareholders to have a more comprehensive understanding of how the company oversees and manages related risks and would further ensure congruency between the company's stated values and its political contributions.
J.Jill, Inc.	06/06/2024	Management	1	Elect Director Jyothi Rao	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Jyothi Rao given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
J.Jill, Inc.	06/06/2024	Management	2	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Jack in the Box Inc.	03/01/2024	Management	1	Elect Director Guillermo Diaz, Jr.	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy and James Myers are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy and James Myers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/01/2024	Management	2	Elect Director David L. Goebel	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy and James Myers are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy and James Myers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/01/2024	Management	3	Elect Director Darin S. Harris	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy and James Myers are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy and James Myers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jack in the Box Inc.	03/01/2024	Management	4	Elect Director Sharon P. John	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy and James Myers are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy and James Myers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/01/2024	Management	5	Elect Director Madeleine A. Kleiner	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy and James Myers are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy and James Myers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/01/2024	Management	6	Elect Director Michael W. Murphy	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy and James Myers are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy and James Myers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/01/2024	Management	7	Elect Director James M. Myers	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy and James Myers are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy and James Myers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/01/2024	Management	8	Elect Director Enrique Ramirez	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy and James Myers are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy and James Myers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/01/2024	Management	9	Elect Director Vivien M. Yeung	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy and James Myers are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy and James Myers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/01/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Jack in the Box Inc.	03/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Jack in the Box Inc.	03/01/2024	Shareholder	12	Disclose GHG Emissions Reductions Targets	Against	For	For	For	A vote FOR this proposal is warranted, as reporting on and setting greenhouse gas emission (GHG) reduction targets would help the company better align with its peers and address risks related to climate change.
Jackson Financial Inc.	05/23/2024	Management	1	Elect Directors: Lily Fu Claffee	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/23/2024	Management	2	Elect Director Gregory T. Durant	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/23/2024	Management	3	Elect Director Steven A. Kandarian	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/23/2024	Management	4	Elect Director Derek G. Kirkland	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/23/2024	Management	5	Elect Director Drew E. Lawton	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/23/2024	Management	6	Elect Director Martin J. Lippert	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/23/2024	Management	7	Elect Director Russell G. Noles	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/23/2024	Management	8	Elect Director Laura L. Prieskorn	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/23/2024	Management	9	Elect Director Esta E. Stecher	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/23/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Jackson Financial Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jackson Financial Inc.	05/23/2024	Management	12	Amend Certificate of Incorporation to Update the Exculpation Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Jamf Holding Corp.	05/30/2024	Management	1	Elect Director David Breach	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Fosnaugh, John Strosahl, David Breach and Christina Lema are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Fosnaugh and David Breach are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Governance Committee members Michael (Mike) Fosnaugh and David Breach given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Jamf Holding Corp.	05/30/2024	Management	2	Elect Director Michael Fosnaugh	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Fosnaugh, John Strosahl, David Breach and Christina Lema are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Fosnaugh and David Breach are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Governance Committee members Michael (Mike) Fosnaugh and David Breach given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Jamf Holding Corp.	05/30/2024	Management	3	Elect Director Christina Lema	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Fosnaugh, John Strosahl, David Breach and Christina Lema are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Fosnaugh and David Breach are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Governance Committee members Michael (Mike) Fosnaugh and David Breach given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Jamf Holding Corp.	05/30/2024	Management	4	Elect Director John Strosahl	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Fosnaugh, John Strosahl, David Breach and Christina Lema are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Fosnaugh and David Breach are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Governance Committee members Michael (Mike) Fosnaugh and David Breach given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Jamf Holding Corp.	05/30/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Jamf Holding Corp.	05/30/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Janus Henderson Group Plc	05/01/2024	Management	1	Elect Director Brian Baldwin	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	2	Elect Director John Cassaday	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	3	Elect Director Kalpana Desai	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	4	Elect Director Ali Dibadj	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	5	Elect Director Kevin Dolan	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	6	Elect Director Eugene Flood, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	7	Elect Director Josh Frank	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	8	Elect Director Alison Quirk	For	For	For	For	A vote FOR the director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Janus Henderson Group Plc	05/01/2024	Management	9	Elect Director Leslie F. Seidman	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	10	Elect Director Angela Seymour-Jackson	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	11	Elect Director Anne Sheehan	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Janus Henderson Group Plc	05/01/2024	Management	13	Authorize Share Repurchase Program	For	For	For	For	A vote FOR this proposal is warranted, as the proposed amount and duration are within reasonable limits.
Janus Henderson Group Plc	05/01/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors and Authorise Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
JELD-WEN Holding, Inc.	04/25/2024	Management	1	Elect Director William J. Christensen	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	04/25/2024	Management	2	Elect Director Antonella B. Franzen	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	04/25/2024	Management	3	Elect Director Catherine A. Halligan	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	04/25/2024	Management	4	Elect Director Michael F. Hilton	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	04/25/2024	Management	5	Elect Director Tracey I. Joubert	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	04/25/2024	Management	6	Elect Director Cynthia G. Marshall	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	04/25/2024	Management	7	Elect Director David G. Nord	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	04/25/2024	Management	8	Elect Director Bruce M. Taten	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	04/25/2024	Management	9	Elect Director Roderick C. Wendt	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	04/25/2024	Management	10	Elect Director Steven E. Wynne	For	For	Withhold	Withhold	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
JELD-WEN Holding, Inc.	04/25/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
JELD-WEN Holding, Inc.	04/25/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
JFrog Ltd.	05/20/2024	Management	1	Elect Director Shlomi Ben Haim	For	Against	Against	Against	Votes AGAINST all incumbent directors are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights.
JFrog Ltd.	05/20/2024	Management	2	Elect Director Jessica Neal	For	Against	Against	Against	Votes AGAINST all incumbent directors are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights.
JFrog Ltd.	05/20/2024	Management	3	Elect Director Yvonne Wassenaar	For	Against	Against	Against	Votes AGAINST all incumbent directors are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights.
JFrog Ltd.	05/20/2024	Management	4	Ratify Kost, Forer, Gabbay & Kasierer as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
JFrog Ltd.	05/20/2024	Management	5	Approve Amended Compensation of Shlomi Ben Haim, Chief Executive Officer	For	For	For	For	As the company is classified as a US domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US pay-for-performance analysis. Accordingly, a vote FOR this proposal is warranted.
JFrog Ltd.	05/20/2024	Management	6	Approve Amended Compensation of Yoav Landman, Chief Technology Officer	For	For	For	For	As the company is classified as a US domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US pay-for-performance analysis. Accordingly, a vote FOR this proposal is warranted.
JFrog Ltd.	05/20/2024	Management	7	Approve Consulting Agreement with Frederic Simon, Departing Chief Data Scientist.	For	For	For	For	A vote FOR this item is warranted, as the company has provided sufficient information on the compensation terms and there are no apparent concerns.
John Bean Technologies Corporation	05/10/2024	Management	1	Elect Director C. Maury Devine	For	For	Against	Against	Votes AGAINST non-independent nominee C. Maury Devine are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Charles L. Harrington is warranted.
John Bean Technologies Corporation	05/10/2024	Management	2	Elect Director Charles L. Harrington	For	For	For	For	Votes AGAINST non-independent nominee C. Maury Devine are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Charles L. Harrington is warranted.
John Bean Technologies Corporation	05/10/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
John Bean Technologies Corporation	05/10/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Johnson Outdoors Inc.	02/28/2024	Management	1	Elect Director Paul G. Alexander	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Fahey Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members John Fahey Jr. and Paul Alexander are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Jeffrey M. Stutz is warranted.
Johnson Outdoors Inc.	02/28/2024	Management	2	Elect Director John M. Fahey, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Fahey Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members John Fahey Jr. and Paul Alexander are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Jeffrey M. Stutz is warranted.
Johnson Outdoors Inc.	02/28/2024	Management	3	Elect Director Jeffrey M. Stutz	For	For	For	For	WITHHOLD votes for John Fahey Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members John Fahey Jr. and Paul Alexander are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Jeffrey M. Stutz is warranted.
Johnson Outdoors Inc.	02/28/2024	Management	4	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Johnson Outdoors Inc.	02/28/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Jones Lang LaSalle Incorporated	05/22/2024	Management	1	Elect Director Hugo Bague	For	For	Against	Against	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	2	Elect Director Matthew Carter, Jr.	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	3	Elect Director Susan M. Gore	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	4	Elect Director Tina Ju	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	5	Elect Director Bridget Macaskill	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jones Lang LaSalle Incorporated	05/22/2024	Management	6	Elect Director Deborah H. McAneny	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	7	Elect Director Siddharth (Bobby) Mehta	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	8	Elect Director Moses Ojeisekhoba	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	9	Elect Director Jeetendra (Jeetu) I. Patel	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	10	Elect Director Larry Quinlan	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	11	Elect Director Efrain Rivera	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	12	Elect Director Christian Ulbrich	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Jones Lang LaSalle Incorporated	05/22/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Jones Lang LaSalle Incorporated	05/22/2024	Management	15	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kadant Inc.	05/15/2024	Management	1	Elect Director Erin L. Russell	For	For	For	For	A vote FOR all director nominees is warranted.
Kadant Inc.	05/15/2024	Management	2	Elect Director Rebecca Martinez O'Mara	For	For	For	For	A vote FOR all director nominees is warranted.
Kadant Inc.	05/15/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Kadant Inc.	05/15/2024	Management	4	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kadant Inc.	05/15/2024	Management	5	Approve the Issuance of Restricted Stock Units to Non-Employee Directors	For	For	For	For	A vote FOR this proposal is warranted. The proposed equity awards for non-employee directors appear reasonable in terms of magnitude and structure. The proposed awards are also reasonable in the context of the company's overall non-employee director compensation program.
Kadant Inc.	05/15/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kaman Corporation	04/17/2024	Management	1	Approve Merger Agreement	For	For	For	For	The sales process appears to have been thorough, shareholders are receiving a substantial premium, there is a potential downside risk of non-approval, and the cash consideration provides liquidity and certainty of value. Given these factors, support FOR the proposed transaction is warranted.
Kaman Corporation	04/17/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While equity awards will be accelerated upon the merger, performance awards will be earned based on the greater of target and actual performance. Further, cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable.
Kaman Corporation	04/17/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Karat Packaging Inc.	06/20/2024	Management	1	Elect Director Alan Yu	For	For	For	For	WITHHOLD votes for Audit Committee members Paul Chen, Eric Chen and Eve Yen are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote for the remaining director nominees is warranted.
Karat Packaging Inc.	06/20/2024	Management	2	Elect Director Jian Guo	For	For	For	For	WITHHOLD votes for Audit Committee members Paul Chen, Eric Chen and Eve Yen are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote for the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Karat Packaging Inc.	06/20/2024	Management	3	Elect Director Paul Y. Chen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Audit Committee members Paul Chen, Eric Chen and Eve Yen are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote for the remaining director nominees is warranted.
Karat Packaging Inc.	06/20/2024	Management	4	Elect Director Eric Chen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Audit Committee members Paul Chen, Eric Chen and Eve Yen are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote for the remaining director nominees is warranted.
Karat Packaging Inc.	06/20/2024	Management	5	Elect Director Eve Yen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Audit Committee members Paul Chen, Eric Chen and Eve Yen are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote for the remaining director nominees is warranted.
Karat Packaging Inc.	06/20/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Karat Packaging Inc.	06/20/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
KB Home	04/18/2024	Management	1	Elect Director Jose M. Barra	For	For	For	For	Votes AGAINST Thomas Gilligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/18/2024	Management	2	Elect Director Arthur R. Collins	For	For	For	For	Votes AGAINST Thomas Gilligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/18/2024	Management	3	Elect Director Dorene C. Dominguez	For	For	For	For	Votes AGAINST Thomas Gilligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/18/2024	Management	4	Elect Director Kevin P. Eltife	For	For	For	For	Votes AGAINST Thomas Gilligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/18/2024	Management	5	Elect Director Stuart A. Gabriel	For	For	For	For	Votes AGAINST Thomas Gilligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/18/2024	Management	6	Elect Director Thomas W. Gilligan	For	For	Against	Against	Votes AGAINST Thomas Gilligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/18/2024	Management	7	Elect Director Jodeen A. Kozlak	For	For	For	For	Votes AGAINST Thomas Gilligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/18/2024	Management	8	Elect Director Jeffrey T. Mezger	For	For	For	For	Votes AGAINST Thomas Gilligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/18/2024	Management	9	Elect Director James C. Weaver	For	For	For	For	Votes AGAINST Thomas Gilligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/18/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
KB Home	04/18/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
KBR, Inc.	05/15/2024	Management	1	Elect Director Mark E. Baldwin	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	2	Elect Director Stuart J. B. Bradie	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	3	Elect Director Joseph Dominguez	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	4	Elect Director Lynn A. Dugle	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	5	Elect Director Lester L. Lyles	For	For	Against	Against	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
KBR, Inc.	05/15/2024	Management	6	Elect Director John A. Manzoni	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	7	Elect Director Wendy M. Masiello	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	8	Elect Director Jack B. Moore	For	For	Against	Against	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	9	Elect Director Ann D. Pickard	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	10	Elect Director Carlos A. Sabater	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
KBR, Inc.	05/15/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kemper Corporation	05/01/2024	Management	1	Elect Director Teresa A. Canida	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	2	Elect Director George N. Cochran	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	3	Elect Director Jason N. Gorevic	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	4	Elect Director Lacy M. Johnson	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	5	Elect Director Joseph P. Lacher, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	6	Elect Director Gerald Laderman	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	7	Elect Director Suzet M. McKinney	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	8	Elect Director Alberto J. Paracchini	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	9	Elect Director Stuart B. Parker	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	10	Elect Director Susan D. Whiting	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Kemper Corporation	05/01/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kemper Corporation	05/01/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kennedy-Wilson Holdings, Inc.	06/06/2024	Management	1	Elect Director Richard Boucher	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) McMorrow, Norman Creighton and Kent Mouton are warranted for lack of a majority independent board. Votes AGAINST Norman Creighton are also warranted for serving as a non-independent member of a key board committee. A vote FOR Richard Boucher is warranted.
Kennedy-Wilson Holdings, Inc.	06/06/2024	Management	2	Elect Director Norman Creighton	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) McMorrow, Norman Creighton and Kent Mouton are warranted for lack of a majority independent board. Votes AGAINST Norman Creighton are also warranted for serving as a non-independent member of a key board committee. A vote FOR Richard Boucher is warranted.
Kennedy-Wilson Holdings, Inc.	06/06/2024	Management	3	Elect Director William J. McMorrow	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) McMorrow, Norman Creighton and Kent Mouton are warranted for lack of a majority independent board. Votes AGAINST Norman Creighton are also warranted for serving as a non-independent member of a key board committee. A vote FOR Richard Boucher is warranted.
Kennedy-Wilson Holdings, Inc.	06/06/2024	Management	4	Elect Director Kent Mouton	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) McMorrow, Norman Creighton and Kent Mouton are warranted for lack of a majority independent board. Votes AGAINST Norman Creighton are also warranted for serving as a non-independent member of a key board committee. A vote FOR Richard Boucher is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kennedy-Wilson Holdings, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO inordinate amounts of personal use of corporate aircraft and life insurance perquisites, and the total amount of perquisite compensation for the CEO is excessive. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
Kennedy-Wilson Holdings, Inc.	06/06/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kiniksa Pharmaceuticals, Ltd.	06/05/2024	Management	1	Elect Director Felix J. Baker	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Felix Baker given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the classified board structure, and the supermajority vote requirement to amend the bylaws, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Kiniksa Pharmaceuticals, Ltd.	06/05/2024	Management	2	Elect Director Tracey L. McCain	For	For	For	For	WITHHOLD votes are warranted for governance committee member Felix Baker given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the classified board structure, and the supermajority vote requirement to amend the bylaws, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Kiniksa Pharmaceuticals, Ltd.	06/05/2024	Management	3	Elect Director Kimberly J. Popovits	For	For	For	For	WITHHOLD votes are warranted for governance committee member Felix Baker given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the classified board structure, and the supermajority vote requirement to amend the bylaws, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Kiniksa Pharmaceuticals, Ltd.	06/05/2024	Management	4	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kiniksa Pharmaceuticals, Ltd.	06/05/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Kiniksa Pharmaceuticals, Ltd.	06/05/2024	Management	2	Change Country of Incorporation from Bermuda to United Kingdom through Scheme of Arrangement	For	For	For	For	A vote FOR this proposal is warranted as the proposed redomiciliation would not materially diminish shareholders rights.
Kiniksa Pharmaceuticals, Ltd.	06/05/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying redomiciliation proposal warrants shareholder support.
Kirby Corporation	04/26/2024	Management	1	Elect Director Tanya S. Beder	For	For	For	For	A vote FOR all director nominees is warranted.
Kirby Corporation	04/26/2024	Management	2	Elect Director Barry E. Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Kirby Corporation	04/26/2024	Management	3	Elect Director Susan W. Dio	For	For	For	For	A vote FOR all director nominees is warranted.
Kirby Corporation	04/26/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kirby Corporation	04/26/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay-for-performance misalignment concerns are sufficiently mitigated given substantial additional disclosure by the company and the forward-looking changes to the LTI program, an NEO received a problematic cash payment upon her voluntary retirement. While modest cash payments in exchange for restrictive covenants may be viewed as reasonable, the magnitude of this retirement payment was considered to be excessive.
Knife River Corp.	05/14/2024	Management	1	Elect Director German Carmona Alvarez	For	Against	Against	Against	A vote AGAINST incumbent director nominee German Carmona Alvarez is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR Thomas Hill is warranted.
Knife River Corp.	05/14/2024	Management	2	Elect Director Thomas W. Hill	For	For	For	For	A vote AGAINST incumbent director nominee German Carmona Alvarez is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR Thomas Hill is warranted.
Knife River Corp.	05/14/2024	Management	3	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Knife River Corp.	05/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Knife River Corp.	05/14/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Knowles Corporation	04/30/2024	Management	1	Elect Director Keith Barnes	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	04/30/2024	Management	2	Elect Director Erania Brackett	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	04/30/2024	Management	3	Elect Director Daniel J. Crowley	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	04/30/2024	Management	4	Elect Director Didier Hirsch	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	04/30/2024	Management	5	Elect Director Ye Jane Li	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	04/30/2024	Management	6	Elect Director Donald Macleod	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	04/30/2024	Management	7	Elect Director Jeffrey Niew	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	04/30/2024	Management	8	Elect Director Cheryl Shavers	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	04/30/2024	Management	9	Elect Director Michael Wishart	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	04/30/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Knowles Corporation	04/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Knowles Corporation	04/30/2024	Management	12	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Knowles Corporation	04/30/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.04 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kodiak Sciences Inc.	06/04/2024	Management	1	Elect Director Felix J. Baker	For	Withhold	Withhold	Withhold	WITHHOLD votes for Felix Baker are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee member Felix Baker are also warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director Victor Perthro is warranted.
Kodiak Sciences Inc.	06/04/2024	Management	2	Elect Director Victor Perthro	For	For	For	For	WITHHOLD votes for Governance Committee member Felix Baker are also warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director Victor Perthro is warranted.
Kodiak Sciences Inc.	06/04/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Kodiak Sciences Inc.	06/04/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Koppers Holdings Inc.	05/02/2024	Management	1	Elect Director Leroy M. Ball	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/02/2024	Management	2	Elect Director Xudong Feng	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Koppers Holdings Inc.	05/02/2024	Management	3	Elect Director Traci L. Jensen	For	For	For	For	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/02/2024	Management	4	Elect Director David L. Motley	For	For	For	For	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/02/2024	Management	5	Elect Director Albert J. Neupaver	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/02/2024	Management	6	Elect Director Andrew D. Sandifer	For	For	For	For	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/02/2024	Management	7	Elect Director Louis L. Testoni	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/02/2024	Management	8	Elect Director Stephen R. Tritch	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/02/2024	Management	9	Elect Director Nishan J. Vartanian	For	For	For	For	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/02/2024	Management	10	Elect Director Sonja M. Wilkerson	For	For	For	For	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng, Albert Neupaver and Louis Testoni are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/02/2024	Management	11	Amend Bylaws to Allow for the Exculpation of Officers as Permitted by Pennsylvania Law	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Koppers Holdings Inc.	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Koppers Holdings Inc.	05/02/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kosmos Energy Ltd.	06/06/2024	Management	1	Elect Director Adebayo ("Bayo") O. Ogunlesi	For	For	Against	Against	Votes AGAINST Adebayo (Bayo) Ogunlesi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kosmos Energy Ltd.	06/06/2024	Management	2	Elect Director Deanna L. Goodwin	For	For	For	For	Votes AGAINST Adebayo (Bayo) Ogunlesi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kosmos Energy Ltd.	06/06/2024	Management	3	Elect Director John Grant	For	For	For	For	Votes AGAINST Adebayo (Bayo) Ogunlesi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kosmos Energy Ltd.	06/06/2024	Management	4	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years and the non-auditing consulting fees represent more than 25 percent of total fees paid.
Kosmos Energy Ltd.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Kosmos Energy Ltd.	06/06/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Kosmos Energy Ltd.	06/06/2024	Shareholder	7	Publish a Tax Transparency Report	Against	Against	For	For	A vote FOR this proposal is warranted as the proposed GRI Tax Standard would enhance the company's transparency in communicating its tax practices to investors globally.
Kratos Defense & Security Solutions, Inc.	05/21/2024	Management	1	Elect Director Scott Anderson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson and Scot Jarvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kratos Defense & Security Solutions, Inc.	05/21/2024	Management	2	Elect Director Bradley Boyd	For	For	For	For	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson and Scot Jarvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kratos Defense & Security Solutions, Inc.	05/21/2024	Management	3	Elect Director Eric DeMarco	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson and Scot Jarvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kratos Defense & Security Solutions, Inc.	05/21/2024	Management	4	Elect Director Bobbi Doorenbos	For	For	For	For	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson and Scot Jarvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kratos Defense & Security Solutions, Inc.	05/21/2024	Management	5	Elect Director Daniel Hagen	For	For	For	For	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson and Scot Jarvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kratos Defense & Security Solutions, Inc.	05/21/2024	Management	6	Elect Director William Hoglund	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson and Scot Jarvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kratos Defense & Security Solutions, Inc.	05/21/2024	Management	7	Elect Director Scot Jarvis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson and Scot Jarvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kratos Defense & Security Solutions, Inc.	05/21/2024	Management	8	Elect Director Deanna Lund	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson and Scot Jarvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kratos Defense & Security Solutions, Inc.	05/21/2024	Management	9	Elect Director Amy Zegart	For	For	For	For	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson and Scot Jarvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kratos Defense & Security Solutions, Inc.	05/21/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kratos Defense & Security Solutions, Inc.	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Kronos Worldwide, Inc.	05/15/2024	Management	1	Elect Director James M. Buch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, James (Jim) Buch, Cecil Moore Jr., Michael (Mike) Simmons and R. Gerald Turner are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR new director nominee Kevin Kramer is warranted.
Kronos Worldwide, Inc.	05/15/2024	Management	2	Elect Director Loretta J. Feehan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, James (Jim) Buch, Cecil Moore Jr., Michael (Mike) Simmons and R. Gerald Turner are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR new director nominee Kevin Kramer is warranted.
Kronos Worldwide, Inc.	05/15/2024	Management	3	Elect Director John E. Harper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, James (Jim) Buch, Cecil Moore Jr., Michael (Mike) Simmons and R. Gerald Turner are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR new director nominee Kevin Kramer is warranted.

## B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kronos Worldwide, Inc.	05/15/2024	Management	4	Elect Director Kevin B. Kramer	For	For	For	For	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, James (Jim) Buch, Cecil Moore Jr., Michael (Mike) Simmons and R. Gerald Turner are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR new director nominee Kevin Kramer is warranted.
Kronos Worldwide, Inc.	05/15/2024	Management	5	Elect Director Meredith W. Mendes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, James (Jim) Buch, Cecil Moore Jr., Michael (Mike) Simmons and R. Gerald Turner are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR new director nominee Kevin Kramer is warranted.
Kronos Worldwide, Inc.	05/15/2024	Management	6	Elect Director Cecil H. Moore, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, James (Jim) Buch, Cecil Moore Jr., Michael (Mike) Simmons and R. Gerald Turner are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR new director nominee Kevin Kramer is warranted.
Kronos Worldwide, Inc.	05/15/2024	Management	7	Elect Director Michael S. Simmons	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, James (Jim) Buch, Cecil Moore Jr., Michael (Mike) Simmons and R. Gerald Turner are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR new director nominee Kevin Kramer is warranted.
Kronos Worldwide, Inc.	05/15/2024	Management	8	Elect Director R. Gerald Turner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, James (Jim) Buch, Cecil Moore Jr., Michael (Mike) Simmons and R. Gerald Turner are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR new director nominee Kevin Kramer is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kronos Worldwide, Inc.	05/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the proxy does indicate the amount of compensation each NEO receives from the parent, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.
Krystal Biotech, Inc.	05/17/2024	Management	1	Elect Director Suma M. Krishnan	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Julian Gangolli and Catherine Mazzacco given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Suma M. Krishnan is warranted.
Krystal Biotech, Inc.	05/17/2024	Management	2	Elect Director Julian S. Gangolli	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Julian Gangolli and Catherine Mazzacco given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Suma M. Krishnan is warranted.
Krystal Biotech, Inc.	05/17/2024	Management	3	Elect Director Catherine Mazzacco	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Julian Gangolli and Catherine Mazzacco given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Suma M. Krishnan is warranted.
Krystal Biotech, Inc.	05/17/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Krystal Biotech, Inc.	05/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Kura Oncology, Inc.	06/05/2024	Management	1	Elect Director Troy E. Wilson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Troy Wilson and Faheem Hasnain given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights.
Kura Oncology, Inc.	06/05/2024	Management	2	Elect Director Faheem Hasnain	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Troy Wilson and Faheem Hasnain given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights.
Kura Oncology, Inc.	06/05/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kura Oncology, Inc.	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Kura Oncology, Inc.	06/05/2024	Management	5	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.99 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kura Sushi USA, Inc.	01/25/2024	Management	1	Elect Director Shintaro Asako	For	Against	Against	Against	In the absence of a formal governance committee, A vote AGAINST incumbent directors Hajime (Jimmy) Uba, Shintaro Asako, Kim Ellis, Seitaro Ishii, and Carin Stutz is warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote AGAINST non-independent director nominee Hajime (Jimmy) Uba is further warranted due to the company's lack of a formal nominating committee.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kura Sushi USA, Inc.	01/25/2024	Management	2	Elect Director Kim Ellis	For	Against	Against	Against	In the absence of a formal governance committee, A vote AGAINST incumbent directors Hajime (Jimmy) Uba, Shintaro Asako, Kim Ellis, Seitaro Ishii, and Carin Stutz is warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote AGAINST non-independent director nominee Hajime (Jimmy) Uba is further warranted due to the company's lack of a formal nominating committee.
Kura Sushi USA, Inc.	01/25/2024	Management	3	Elect Director Seitaro Ishii	For	Against	Against	Against	In the absence of a formal governance committee, A vote AGAINST incumbent directors Hajime (Jimmy) Uba, Shintaro Asako, Kim Ellis, Seitaro Ishii, and Carin Stutz is warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote AGAINST non-independent director nominee Hajime (Jimmy) Uba is further warranted due to the company's lack of a formal nominating committee.
Kura Sushi USA, Inc.	01/25/2024	Management	4	Elect Director Carin L. Stutz	For	Against	Against	Against	In the absence of a formal governance committee, A vote AGAINST incumbent directors Hajime (Jimmy) Uba, Shintaro Asako, Kim Ellis, Seitaro Ishii, and Carin Stutz is warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote AGAINST non-independent director nominee Hajime (Jimmy) Uba is further warranted due to the company's lack of a formal nominating committee.
Kura Sushi USA, Inc.	01/25/2024	Management	5	Elect Director Hajime "Jimmy" Uba	For	Against	Against	Against	In the absence of a formal governance committee, A vote AGAINST incumbent directors Hajime (Jimmy) Uba, Shintaro Asako, Kim Ellis, Seitaro Ishii, and Carin Stutz is warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote AGAINST non-independent director nominee Hajime (Jimmy) Uba is further warranted due to the company's lack of a formal nominating committee.
Kura Sushi USA, Inc.	01/25/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
KVH Industries, Inc.	06/12/2024	Management	1	Elect Director David B. Kagan	For	Against	Against	Against	In the absence of Nominating committee members on ballot, a vote AGAINST incumbent director nominee David Kagan is warranted as the board will lack gender and racially/ethnic diversity on the board following the annual meeting and the board has failed to disclose a firm commitment to appoint at least one woman and one racially/ethnic diverse director to the board in the next year.
KVH Industries, Inc.	06/12/2024	Management	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
KVH Industries, Inc.	06/12/2024	Management	3	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
L.B. Foster Company	05/23/2024	Management	1	Elect Director Raymond T. Betler	For	For	For	For	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/23/2024	Management	2	Elect Director Alexander B. Jones	For	For	For	For	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/23/2024	Management	3	Elect Director John F. Kasel	For	For	For	For	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/23/2024	Management	4	Elect Director John E. Kunz	For	For	For	For	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
L.B. Foster Company	05/23/2024	Management	5	Elect Director Janet Lee	For	For	For	For	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/23/2024	Management	6	Elect Director David J. Meyer	For	For	For	For	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/23/2024	Management	7	Elect Director Diane B. Owen	For	For	Withhold	Withhold	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/23/2024	Management	8	Elect Director Bruce E. Thompson	For	For	For	For	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/23/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
L.B. Foster Company	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
L.B. Foster Company	05/23/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.84 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lakeland Industries, Inc.	06/13/2024	Management	1	Elect Director Jeffrey T. Schlarbaum	For	For	For	For	A vote FOR the director nominees is warranted.
Lakeland Industries, Inc.	06/13/2024	Management	2	Elect Director Martin G. Glavin	For	For	For	For	A vote FOR the director nominees is warranted.
Lakeland Industries, Inc.	06/13/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Lakeland Industries, Inc.	06/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Lakeland Industries, Inc.	06/13/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lakeland Industries, Inc.	06/13/2024	Management	6	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Lakeland Industries, Inc.	06/13/2024	Management	7	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the top five executives during the last fiscal year exceeds 15 percent of total awards.
Landmark Bancorp, Inc.	05/22/2024	Management	1	Elect Director Mark J. Kohlrus	For	For	For	For	Votes AGAINST non-independent nominee Wayne Sloan are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee member Wayne Sloan are further warranted due to the company's problematic pay practices, including the change-in-control agreements that provide for modified single-trigger severance payment and the absence of performance metrics for long-term awards to executives. A vote FOR the remaining director nominees is warranted.
Landmark Bancorp, Inc.	05/22/2024	Management	2	Elect Director Sandra J. Moll	For	For	For	For	Votes AGAINST non-independent nominee Wayne Sloan are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee member Wayne Sloan are further warranted due to the company's problematic pay practices, including the change-in-control agreements that provide for modified single-trigger severance payment and the absence of performance metrics for long-term awards to executives. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Landmark Bancorp, Inc.	05/22/2024	Management	3	Elect Director Wayne R. Sloan	For	For	Against	Against	Votes AGAINST non-independent nominee Wayne Sloan are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee member Wayne Sloan are further warranted due to the company's problematic pay practices, including the change-in-control agreements that provide for modified single-trigger severance payment and the absence of performance metrics for long-term awards to executives. A vote FOR the remaining director nominees is warranted.
Landmark Bancorp, Inc.	05/22/2024	Management	4	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the top five executives during the last fiscal year exceeds 15 percent of total awards.
Landmark Bancorp, Inc.	05/22/2024	Management	5	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lands' End, Inc.	05/09/2024	Management	1	Elect Director Robert Galvin	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Elizabeth Leykum as the board will lack racial or ethnic diversity following the departure of the board's sole racially or ethnically diverse director and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.
Lands' End, Inc.	05/09/2024	Management	2	Elect Director Elizabeth Leykum	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Elizabeth Leykum as the board will lack racial or ethnic diversity following the departure of the board's sole racially or ethnically diverse director and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.
Lands' End, Inc.	05/09/2024	Management	3	Elect Director Josephine Linden	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Elizabeth Leykum as the board will lack racial or ethnic diversity following the departure of the board's sole racially or ethnically diverse director and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.
Lands' End, Inc.	05/09/2024	Management	4	Elect Director John T. McClain	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Elizabeth Leykum as the board will lack racial or ethnic diversity following the departure of the board's sole racially or ethnically diverse director and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.
Lands' End, Inc.	05/09/2024	Management	5	Elect Director Andrew J. McLean	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Elizabeth Leykum as the board will lack racial or ethnic diversity following the departure of the board's sole racially or ethnically diverse director and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.
Lands' End, Inc.	05/09/2024	Management	6	Elect Director Alicia Parker	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Elizabeth Leykum as the board will lack racial or ethnic diversity following the departure of the board's sole racially or ethnically diverse director and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.
Lands' End, Inc.	05/09/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Lands' End, Inc.	05/09/2024	Management	8	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lands' End, Inc.	05/09/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Landsea Homes Corporation	06/05/2024	Management	1	Elect Director Ming (Martin) Tian	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ming (Martin) Tian and Qin (Joanna) Zhou are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Audit Committee members Bruce Frank, Elias Farhat, and Mollie Fadule due to concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Landsea Homes Corporation	06/05/2024	Management	2	Elect Director John Ho	For	For	For	For	WITHHOLD votes for Ming (Martin) Tian and Qin (Joanna) Zhou are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Audit Committee members Bruce Frank, Elias Farhat, and Mollie Fadule due to concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Landsea Homes Corporation	06/05/2024	Management	3	Elect Director Qin (Joanna) Zhou	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ming (Martin) Tian and Qin (Joanna) Zhou are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Audit Committee members Bruce Frank, Elias Farhat, and Mollie Fadule due to concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Landsea Homes Corporation	06/05/2024	Management	4	Elect Director Bruce Frank	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ming (Martin) Tian and Qin (Joanna) Zhou are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Audit Committee members Bruce Frank, Elias Farhat, and Mollie Fadule due to concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Landsea Homes Corporation	06/05/2024	Management	5	Elect Director Thomas Hartfield	For	For	For	For	WITHHOLD votes for Ming (Martin) Tian and Qin (Joanna) Zhou are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Audit Committee members Bruce Frank, Elias Farhat, and Mollie Fadule due to concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Landsea Homes Corporation	06/05/2024	Management	6	Elect Director Elias Farhat	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ming (Martin) Tian and Qin (Joanna) Zhou are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Audit Committee members Bruce Frank, Elias Farhat, and Mollie Fadule due to concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Landsea Homes Corporation	06/05/2024	Management	7	Elect Director Mollie Fadule	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ming (Martin) Tian and Qin (Joanna) Zhou are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Audit Committee members Bruce Frank, Elias Farhat, and Mollie Fadule due to concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Landsea Homes Corporation	06/05/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Landsea Homes Corporation	06/05/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Lantheus Holdings, Inc.	04/25/2024	Management	1	Elect Director Brian Markison	For	For	For	For	A vote AGAINST Governance Committee member James (Jim) Thrall is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Lantheus Holdings, Inc.	04/25/2024	Management	2	Elect Director Gary J. Pruden	For	For	For	For	A vote AGAINST Governance Committee member James (Jim) Thrall is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Lantheus Holdings, Inc.	04/25/2024	Management	3	Elect Director James H. Thrall	For	Against	Against	Against	A vote AGAINST Governance Committee member James (Jim) Thrall is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Lantheus Holdings, Inc.	04/25/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lantheus Holdings, Inc.	04/25/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lantheus Holdings, Inc.	04/25/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Larimar Therapeutics, Inc.	05/29/2024	Management	1	Elect Director Jonathan Leff	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Jonathan Leff given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee chair Jonathan Leff for lack of racial/ethnic diversity on the board. A vote FOR director nominee Jeffrey Sherman is warranted.
Larimar Therapeutics, Inc.	05/29/2024	Management	2	Elect Director Jeffrey W. Sherman	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Jonathan Leff given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee chair Jonathan Leff for lack of racial/ethnic diversity on the board. A vote FOR director nominee Jeffrey Sherman is warranted.
Larimar Therapeutics, Inc.	05/29/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
Larimar Therapeutics, Inc.	05/29/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Larimar Therapeutics, Inc.	05/29/2024	Management	5	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Larimar Therapeutics, Inc.	05/29/2024	Management	6	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying ballot item merits support.
Laureate Education, Inc.	05/30/2024	Management	1	Elect Director Andrew B. Cohen	For	For	For	For	WITHHOLD votes for governance committee chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for George Muñoz and Ian Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/30/2024	Management	2	Elect Director William J. Davis	For	For	For	For	WITHHOLD votes for governance committee chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for George Muñoz and Ian Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/30/2024	Management	3	Elect Director Pedro del Corro	For	For	For	For	WITHHOLD votes for governance committee chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for George Muñoz and Ian Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Laureate Education, Inc.	05/30/2024	Management	4	Elect Director Aristides de Macedo	For	For	For	For	WITHHOLD votes for governance committee chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for George Muñoz and Ian Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/30/2024	Management	5	Elect Director Kenneth W. Freeman	For	For	For	For	WITHHOLD votes for governance committee chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for George Muñoz and Ian Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/30/2024	Management	6	Elect Director Barbara Mair	For	For	For	For	WITHHOLD votes for governance committee chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for George Muñoz and Ian Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/30/2024	Management	7	Elect Director George Munoz	For	For	Withhold	Withhold	WITHHOLD votes for governance committee chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for George Muñoz and Ian Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/30/2024	Management	8	Elect Director Judith Rodin	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for George Muñoz and Ian Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/30/2024	Management	9	Elect Director Eilif Serck-Hanssen	For	For	For	For	WITHHOLD votes for governance committee chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for George Muñoz and Ian Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/30/2024	Management	10	Elect Director Ian K. Snow	For	For	Withhold	Withhold	WITHHOLD votes for governance committee chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for George Muñoz and Ian Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Laureate Education, Inc.	05/30/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Laureate Education, Inc.	05/30/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lazard, Inc.	05/09/2024	Management	1	Elect Director Ann-Kristin Achleitner	For	For	For	For	WITHHOLD votes for Andrew Alper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lazard, Inc.	05/09/2024	Management	2	Elect Director Andrew M. Alper	For	For	Withhold	Withhold	WITHHOLD votes for Andrew Alper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lazard, Inc.	05/09/2024	Management	3	Elect Director Stephen R. Howe, Jr.	For	For	For	For	WITHHOLD votes for Andrew Alper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lazard, Inc.	05/09/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The increase in CEO pay was driven by a sizable one-time performance-based award amid a CEO transition. The award maintains certain positive features, but the share price sustainment period is short and may reward relatively short spikes in stock price. Additional concerns are raised surrounding the repeated use of one-time awards and annual LTI awards that lack performance-vesting criteria. Lastly, concerns are raised regarding the structure of the annual incentive program, which is heavily reliant on committee discretion and lacks several shareholder-friendly disclosures.
Lazard, Inc.	05/09/2024	Management	5	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lazard, Inc.	05/09/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 30.20 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Lazydays Holdings, Inc.	06/10/2024	Management	1	Elect Director John North	For	For	For	For	AGAINST votes are warranted for James (Jim) Fredlake due to the following reasons: * as an Audit Committee member, for failing to address the material weaknesses in the company's internal controls in consecutive years; * as a Nominating Committee member, for failing to establish a racially/ethnically diverse board; and * as a Governance Committee member, for the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. A vote FOR director John North III is warranted.
Lazydays Holdings, Inc.	06/10/2024	Management	2	Elect Director James J. Fredlake	For	Against	Against	Against	AGAINST votes are warranted for James (Jim) Fredlake due to the following reasons: * as an Audit Committee member, for failing to address the material weaknesses in the company's internal controls in consecutive years; * as a Nominating Committee member, for failing to establish a racially/ethnically diverse board; and * as a Governance Committee member, for the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. A vote FOR director John North III is warranted.
Lazydays Holdings, Inc.	06/10/2024	Management	3	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Lazydays Holdings, Inc.	06/10/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
Lazydays Holdings, Inc.	06/10/2024	Management	5	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows options to be priced at less than 100 percent of the fair market value. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
LCI Industries	05/16/2024	Management	1	Elect Director Tracy D. Graham	For	For	For	For	Votes AGAINST Brendan Deely and James (Jim) Gero are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
LCI Industries	05/16/2024	Management	2	Elect Director Brendan J. Deely	For	For	Against	Against	Votes AGAINST Brendan Deely and James (Jim) Gero are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/16/2024	Management	3	Elect Director James F. Gero	For	For	Against	Against	Votes AGAINST Brendan Deely and James (Jim) Gero are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/16/2024	Management	4	Elect Director Virginia L. Henkels	For	For	For	For	Votes AGAINST Brendan Deely and James (Jim) Gero are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/16/2024	Management	5	Elect Director Jason D. Lippert	For	For	For	For	Votes AGAINST Brendan Deely and James (Jim) Gero are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/16/2024	Management	6	Elect Director Stephanie K. Mains	For	For	For	For	Votes AGAINST Brendan Deely and James (Jim) Gero are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/16/2024	Management	7	Elect Director Linda K. Myers	For	For	For	For	Votes AGAINST Brendan Deely and James (Jim) Gero are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/16/2024	Management	8	Elect Director Kieran M. O'Sullivan	For	For	For	For	Votes AGAINST Brendan Deely and James (Jim) Gero are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/16/2024	Management	9	Elect Director David A. Reed	For	For	For	For	Votes AGAINST Brendan Deely and James (Jim) Gero are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/16/2024	Management	10	Elect Director John A. Sirpilla	For	For	For	For	Votes AGAINST Brendan Deely and James (Jim) Gero are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
LCI Industries	05/16/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LCI Industries	05/16/2024	Management	13	Amend Certificate of Incorporation to Allow the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
LCNB Corp.	04/22/2024	Management	1	Elect Director Spencer S. Cropper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Spencer Cropper, Eric Meilstrup, Robert (Bob) Bedinghaus and Stephen Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Spencer Cropper are further warranted for serving as a non-independent member of a key board committee.
LCNB Corp.	04/22/2024	Management	2	Elect Director Eric J. Meilstrup	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Spencer Cropper, Eric Meilstrup, Robert (Bob) Bedinghaus and Stephen Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Spencer Cropper are further warranted for serving as a non-independent member of a key board committee.
LCNB Corp.	04/22/2024	Management	3	Elect Director Stephen P. Wilson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Spencer Cropper, Eric Meilstrup, Robert (Bob) Bedinghaus and Stephen Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Spencer Cropper are further warranted for serving as a non-independent member of a key board committee.
LCNB Corp.	04/22/2024	Management	4	Elect Director Robert A. Bedinghaus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Spencer Cropper, Eric Meilstrup, Robert (Bob) Bedinghaus and Stephen Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Spencer Cropper are further warranted for serving as a non-independent member of a key board committee.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
LCNB Corp.	04/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
LCNB Corp.	04/22/2024	Management	6	Ratify Plante & Moran, PLLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Lear Corporation	05/16/2024	Management	1	Elect Director Mei-Wei Cheng	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	2	Elect Director Jonathan F. Foster	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	3	Elect Director Bradley M. Halverson	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	4	Elect Director Mary Lou Jepsen	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	5	Elect Director Roger A. Krone	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	6	Elect Director Patricia L. Lewis	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	7	Elect Director Kathleen A. Ligocki	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lear Corporation	05/16/2024	Management	8	Elect Director Conrad L. Mallett, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	9	Elect Director Raymond E. Scott	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	10	Elect Director Greg C. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lear Corporation	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Lee Enterprises, Incorporated	02/22/2024	Management	1	Elect Director Steven C. Fletcher	For	For	For	For	A vote FOR the director nominee is warranted.
Lee Enterprises, Incorporated	02/22/2024	Management	2	Elect Director Shaun McAlmont	For	For	For	For	A vote FOR the director nominee is warranted.
Lee Enterprises, Incorporated	02/22/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
Lee Enterprises, Incorporated	02/22/2024	Management	4	Ratify BDO USA, P.C. as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
LegalZoom.com, Inc.	06/06/2024	Management	1	Elect Director Elizabeth (Liz) Hamren	For	For	For	For	WITHHOLD votes are warranted for governance committee members Jeffrey (Jeff) Stibel and John Murphy given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
LegalZoom.com, Inc.	06/06/2024	Management	2	Elect Director John Murphy	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Jeffrey (Jeff) Stibel and John Murphy given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
LegalZoom.com, Inc.	06/06/2024	Management	3	Elect Director Jeffrey Stibel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Jeffrey (Jeff) Stibel and John Murphy given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
LegalZoom.com, Inc.	06/06/2024	Management	4	Elect Director Dan Wernikoff	For	For	For	For	WITHHOLD votes are warranted for governance committee members Jeffrey (Jeff) Stibel and John Murphy given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
LegalZoom.com, Inc.	06/06/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
LegalZoom.com, Inc.	06/06/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Leggett & Platt, Incorporated	05/08/2024	Management	1	Elect Director Angela Barbee	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	2	Elect Director Mark A. Blinn	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	3	Elect Director Robert E. Brunner	For	For	Against	Against	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	4	Elect Director Mary Campbell	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	5	Elect Director J. Mitchell Dolloff	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	6	Elect Director Manuel A. Fernandez	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	7	Elect Director Karl G. Glassman	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	8	Elect Director Joseph W. McClanathan	For	For	Against	Against	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	9	Elect Director Srikanth Padmanabhan	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	10	Elect Director Jai Shah	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	11	Elect Director Phoebe A. Wood	For	For	Against	Against	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Leggett & Platt, Incorporated	05/08/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Leggett & Platt, Incorporated	05/08/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
LendingClub Corporation	06/11/2024	Management	1	Elect Director Faiz Ahmad	For	For	For	For	A vote FOR all director nominees is warranted.
LendingClub Corporation	06/11/2024	Management	2	Elect Director Allan Landon	For	For	For	For	A vote FOR all director nominees is warranted.
LendingClub Corporation	06/11/2024	Management	3	Elect Director Timothy J. Mayopoulos	For	For	For	For	A vote FOR all director nominees is warranted.
LendingClub Corporation	06/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
LendingClub Corporation	06/11/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LendingClub Corporation	06/11/2024	Management	6	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
LendingClub Corporation	06/11/2024	Management	7	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
LendingClub Corporation	06/11/2024	Management	8	Amend Certificate of Incorporation to Limit the Personal Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
LendingClub Corporation	06/11/2024	Management	9	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
LendingTree, Inc.	06/12/2024	Management	1	Elect Director Gabriel Dalporto	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/12/2024	Management	2	Elect Director Thomas M. Davidson, Jr.	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/12/2024	Management	3	Elect Director Mark Ernst	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/12/2024	Management	4	Elect Director Robin Henderson	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/12/2024	Management	5	Elect Director Douglas Lebda	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/12/2024	Management	6	Elect Director Steve Ozonian	For	For	Against	Against	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/12/2024	Management	7	Elect Director Diego Rodriguez	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/12/2024	Management	8	Elect Director Saras Sarasvathy	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/12/2024	Management	9	Elect Director G. Kennedy Thompson	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/12/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
LendingTree, Inc.	06/12/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LENSAR, Inc.	05/07/2024	Management	1	Elect Director Elizabeth G. O'Farrell	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Gary Winer for the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Elizabeth O'Farrell is warranted.
LENSAR, Inc.	05/07/2024	Management	2	Elect Director Gary M. Winer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Gary Winer for the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Elizabeth O'Farrell is warranted.
LENSAR, Inc.	05/07/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
LGI Homes, Inc.	04/25/2024	Management	1	Elect Director Ryan Edone	For	For	Withhold	Withhold	WITHHOLD votes for audit committee members Ryan Edone, Shailee Parikh, and Steven Smith are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.



# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
LGI Homes, Inc.	04/25/2024	Management	2	Elect Director Eric Lipar	For	For	For	For	WITHHOLD votes for audit committee members Ryan Edone, Shailee Parikh, and Steven Smith are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
LGI Homes, Inc.	04/25/2024	Management	3	Elect Director Shailee Parikh	For	For	Withhold	Withhold	WITHHOLD votes for audit committee members Ryan Edone, Shailee Parikh, and Steven Smith are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
LGI Homes, Inc.	04/25/2024	Management	4	Elect Director Bryan Sansbury	For	For	For	For	WITHHOLD votes for audit committee members Ryan Edone, Shailee Parikh, and Steven Smith are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
LGI Homes, Inc.	04/25/2024	Management	5	Elect Director Maria Sharpe	For	For	For	For	WITHHOLD votes for audit committee members Ryan Edone, Shailee Parikh, and Steven Smith are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
LGI Homes, Inc.	04/25/2024	Management	6	Elect Director Steven Smith	For	For	Withhold	Withhold	WITHHOLD votes for audit committee members Ryan Edone, Shailee Parikh, and Steven Smith are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
LGI Homes, Inc.	04/25/2024	Management	7	Elect Director Robert Vahradian	For	For	For	For	WITHHOLD votes for audit committee members Ryan Edone, Shailee Parikh, and Steven Smith are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
LGI Homes, Inc.	04/25/2024	Management	8	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LGI Homes, Inc.	04/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
LGI Homes, Inc.	04/25/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Liberty Broadband Corporation	06/10/2024	Management	1	Elect Director Julie D. Frist	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Julie Frist: * as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * as a Nominating Committee member, for failing to establish racial/ethnic diversity on the board. WITHHOLD votes are warranted for incumbent audit committee member J. David Wargo due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Liberty Broadband Corporation	06/10/2024	Management	2	Elect Director J. David Wargo	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Julie Frist: * as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * as a Nominating Committee member, for failing to establish racial/ethnic diversity on the board. WITHHOLD votes are warranted for incumbent audit committee member J. David Wargo due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Liberty Broadband Corporation	06/10/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Liberty Broadband Corporation	06/10/2024	Management	4	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
Liberty Broadband Corporation	06/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Liberty Global Ltd.	05/21/2024	Management	1	Elect Director Michael T. Fries	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Malone, Michael (Mike) Fries, Paul Gould and Larry Romrell are warranted for lack of a majority independent board. WITHHOLD votes for Paul Gould and Larry Romrell are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for John Malone are additionally warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee members Paul Gould and Larry Romrell are warranted maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee members Paul Gould and Larry Romrell are further warranted for inadequate responsiveness to a low say-on-pay vote result as well as an unmitigated pay-for-performance misalignment.
Liberty Global Ltd.	05/21/2024	Management	2	Elect Director John C. Malone	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Malone, Michael (Mike) Fries, Paul Gould and Larry Romrell are warranted for lack of a majority independent board. WITHHOLD votes for Paul Gould and Larry Romrell are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for John Malone are additionally warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee members Paul Gould and Larry Romrell are warranted maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee members Paul Gould and Larry Romrell are further warranted for inadequate responsiveness to a low say-on-pay vote result as well as an unmitigated pay-for-performance misalignment.
Liberty Global Ltd.	05/21/2024	Management	3	Elect Director Paul A. Gould	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Malone, Michael (Mike) Fries, Paul Gould and Larry Romrell are warranted for lack of a majority independent board. WITHHOLD votes for Paul Gould and Larry Romrell are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for John Malone are additionally warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee members Paul Gould and Larry Romrell are warranted maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee members Paul Gould and Larry Romrell are further warranted for inadequate responsiveness to a low say-on-pay vote result as well as an unmitigated pay-for-performance misalignment.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Liberty Global Ltd.	05/21/2024	Management	4	Elect Director Larry E. Romrell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Malone, Michael (Mike) Fries, Paul Gould and Larry Romrell are warranted for lack of a majority independent board. WITHHOLD votes for Paul Gould and Larry Romrell are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for John Malone are additionally warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee members Paul Gould and Larry Romrell are warranted maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee members Paul Gould and Larry Romrell are further warranted for inadequate responsiveness to a low say-on-pay vote result as well as an unmitigated pay-for-performance misalignment.
Liberty Global Ltd.	05/21/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Liberty Latin America Ltd.	05/21/2024	Management	1	Elect Director Charles H.R. Bracken	For	Withhold	Withhold	Withhold	A vote AGAINST the Audit Committee members is warranted given the concerns regarding the risk oversight function of the board in light of the pledging of a significant amount of the company's common stock. Given there are no Audit Committee members up for election due to the company's classified board structure, a vote AGAINST director nominees Balan Nair, Charles (Charlie) Bracken, and Eric Zinterhofer is warranted. In the absence of audit committee members on the ballot, WITHHOLD votes are warranted for incumbent director nominees Balan Nair, Charles (Charlie) Bracken, and Eric Zinterhofer for failing to address the material weaknesses in the company's internal controls in consecutive years. In the absence of governance committee members on the ballot, WITHHOLD votes are further warranted for incumbent director nominees Balan Nair, Charles (Charlie) Bracken, and Eric Zinterhofer given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the bylaws, and the classified board, each of which adversely impacts shareholder rights.
Liberty Latin America Ltd.	05/21/2024	Management	2	Elect Director Balan Nair	For	Withhold	Withhold	Withhold	A vote AGAINST the Audit Committee members is warranted given the concerns regarding the risk oversight function of the board in light of the pledging of a significant amount of the company's common stock. Given there are no Audit Committee members up for election due to the company's classified board structure, a vote AGAINST director nominees Balan Nair, Charles (Charlie) Bracken, and Eric Zinterhofer is warranted. In the absence of audit committee members on the ballot, WITHHOLD votes are warranted for incumbent director nominees Balan Nair, Charles (Charlie) Bracken, and Eric Zinterhofer for failing to address the material weaknesses in the company's internal controls in consecutive years. In the absence of governance committee members on the ballot, WITHHOLD votes are further warranted for incumbent director nominees Balan Nair, Charles (Charlie) Bracken, and Eric Zinterhofer given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the bylaws, and the classified board, each of which adversely impacts shareholder rights.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Liberty Latin America Ltd.	05/21/2024	Management	3	Elect Director Eric L. Zinterhofer	For	Withhold	Withhold	Withhold	A vote AGAINST the Audit Committee members is warranted given the concerns regarding the risk oversight function of the board in light of the pledging of a significant amount of the company's common stock. Given there are no Audit Committee members up for election due to the company's classified board structure, a vote AGAINST director nominees Balan Nair, Charles (Charlie) Bracken, and Eric Zinterhofer is warranted. In the absence of audit committee members on the ballot, WITHHOLD votes are warranted for incumbent director nominees Balan Nair, Charles (Charlie) Bracken, and Eric Zinterhofer for failing to address the material weaknesses in the company's internal controls in consecutive years. In the absence of governance committee members on the ballot, WITHHOLD votes are further warranted for incumbent director nominees Balan Nair, Charles (Charlie) Bracken, and Eric Zinterhofer given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the bylaws, and the classified board, each of which adversely impacts shareholder rights.
Liberty Latin America Ltd.	05/21/2024	Management	4	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Liberty Latin America Ltd.	05/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Liberty Latin America Ltd.	05/21/2024	Management	6	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lifetime Brands, Inc.	06/20/2024	Management	1	Elect Director Jeffrey Siegel	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Michael Regan, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST Michael Regan, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/20/2024	Management	2	Elect Director Robert B. Kay	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Michael Regan, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST Michael Regan, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/20/2024	Management	3	Elect Director Rachael A. Jarosh	For	For	For	For	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Michael Regan, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST Michael Regan, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/20/2024	Management	4	Elect Director Cherrie Nanninga	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Michael Regan, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST Michael Regan, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/20/2024	Management	5	Elect Director Craig Phillips	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Michael Regan, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST Michael Regan, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lifetime Brands, Inc.	06/20/2024	Management	6	Elect Director Veronique Gabai-Pinsky	For	For	For	For	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Michael Regan, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST Michael Regan, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/20/2024	Management	7	Elect Director Bruce G. Pollack	For	For	For	For	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Michael Regan, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST Michael Regan, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/20/2024	Management	8	Elect Director Michael J. Regan	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Michael Regan, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST Michael Regan, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/20/2024	Management	9	Elect Director Michael Schnabel	For	For	For	For	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Michael Regan, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST Michael Regan, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/20/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lifetime Brands, Inc.	06/20/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Lifetime Brands, Inc.	06/20/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lifetime Brands, Inc.	06/20/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.85 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the top five executives during the last fiscal year exceeds 15 percent of total awards.
Ligand Pharmaceuticals Incorporated	06/14/2024	Management	1	Elect Director Jason M. Aryeh	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/14/2024	Management	2	Elect Director Todd C. Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/14/2024	Management	3	Elect Director Nancy R. Gray	For	For	For	For	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ligand Pharmaceuticals Incorporated	06/14/2024	Management	4	Elect Director Jason Haas	For	For	For	For	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/14/2024	Management	5	Elect Director John W. Kozarich	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/14/2024	Management	6	Elect Director John L. LaMattina	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/14/2024	Management	7	Elect Director Stephen L. Sabba	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/14/2024	Management	8	Elect Director Martine Zimmermann	For	For	For	For	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/14/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ligand Pharmaceuticals Incorporated	06/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ligand Pharmaceuticals Incorporated	06/14/2024	Management	11	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.07 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Limbach Holdings, Inc.	06/13/2024	Management	1	Elect Director Michael M. McCann	For	Withhold	Withhold	Withhold	In the absence of governance committee members on ballot, WITHHOLD votes are warranted for incumbent director nominees Michael (Mike) McCann and Michael (Mike) McNally given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR David Gaboury is warranted.
Limbach Holdings, Inc.	06/13/2024	Management	2	Elect Director Michael F. McNally	For	Withhold	Withhold	Withhold	In the absence of governance committee members on ballot, WITHHOLD votes are warranted for incumbent director nominees Michael (Mike) McCann and Michael (Mike) McNally given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR David Gaboury is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Limbach Holdings, Inc.	06/13/2024	Management	3	Elect Director David R. Gaboury	For	For	For	For	In the absence of governance committee members on ballot, WITHHOLD votes are warranted for incumbent director nominees Michael (Mike) McCann and Michael (Mike) McNally given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR David Gaboury is warranted.
Limbach Holdings, Inc.	06/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Limbach Holdings, Inc.	06/13/2024	Management	5	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Limoneira Company	03/26/2024	Management	1	Elect Director Harold S. Edwards	For	For	For	For	Votes FOR all director nominees are warranted.
Limoneira Company	03/26/2024	Management	2	Elect Director Edgar A. Terry	For	For	For	For	Votes FOR all director nominees are warranted.
Limoneira Company	03/26/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Limoneira Company	03/26/2024	Management	4	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Limoneira Company	03/26/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Limoneira Company	03/26/2024	Management	6	Amend Certificate of Incorporation to Allow for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Limoneira Company	03/26/2024	Management	7	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lincoln Educational Services Corporation	05/02/2024	Management	1	Elect Director John A. Bartholdson	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/02/2024	Management	2	Elect Director James J. Burke, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/02/2024	Management	3	Elect Director Kevin M. Carney	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/02/2024	Management	4	Elect Director Michael A. Plater	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/02/2024	Management	5	Elect Director Felecia J. Pryor	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/02/2024	Management	6	Elect Director Carlton E. Rose	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/02/2024	Management	7	Elect Director Scott M. Shaw	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/02/2024	Management	8	Elect Director Sylvia J. Young	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/02/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Lincoln Educational Services Corporation	05/02/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lincoln National Corporation	05/23/2024	Management	1	Elect Director Deirdre P. Connelly	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lincoln National Corporation	05/23/2024	Management	2	Elect Director Ellen G. Cooper	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	3	Elect Director William H. Cunningham	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	4	Elect Director Reginald E. Davis	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	5	Elect Director Eric G. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	6	Elect Director Gary C. Kelly	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	7	Elect Director M. Leanne Lachman	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	8	Elect Director Dale LeFebvre	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	9	Elect Director Janet Liang	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	10	Elect Director Michael F. Mee	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lincoln National Corporation	05/23/2024	Management	11	Elect Director Owen Ryan	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	12	Elect Director Lynn M. Utter	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lincoln National Corporation	05/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Lincoln National Corporation	05/23/2024	Management	15	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lincoln National Corporation	05/23/2024	Shareholder	16	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chair to be an independent director.
Lindsay Corporation	01/09/2024	Management	1	Elect Director Robert E. Brunner	For	For	For	For	A vote FOR all director nominees is warranted.
Lindsay Corporation	01/09/2024	Management	2	Elect Director Randy A. Wood	For	For	For	For	A vote FOR all director nominees is warranted.
Lindsay Corporation	01/09/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lindsay Corporation	01/09/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Liquidity Services, Inc.	02/29/2024	Management	1	Elect Director Katharin S. Dyer	For	For	For	For	A vote FOR all director nominees is warranted.
Liquidity Services, Inc.	02/29/2024	Management	2	Elect Director Amath Fall	For	For	For	For	A vote FOR all director nominees is warranted.
Liquidity Services, Inc.	02/29/2024	Management	3	Elect Director Beatriz V. Infante	For	For	For	For	A vote FOR all director nominees is warranted.
Liquidity Services, Inc.	02/29/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Liquidity Services, Inc.	02/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Liquidity Services, Inc.	02/29/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.59 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Lithia Motors, Inc.	04/23/2024	Management	1	Elect Director Sidney B. DeBoer	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Lithia Motors, Inc.	04/23/2024	Management	2	Elect Director Bryan B. DeBoer	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Lithia Motors, Inc.	04/23/2024	Management	3	Elect Director James E. Lentz	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Lithia Motors, Inc.	04/23/2024	Management	4	Elect Director Stacy C. Loretz-Congdon	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Lithia Motors, Inc.	04/23/2024	Management	5	Elect Director Shauna F. McIntyre	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Lithia Motors, Inc.	04/23/2024	Management	6	Elect Director Louis P. Miramontes	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Lithia Motors, Inc.	04/23/2024	Management	7	Elect Director David J. Robino	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Lithia Motors, Inc.	04/23/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Lithia Motors, Inc.	04/23/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Littelfuse, Inc.	04/25/2024	Management	1	Elect Director Kristina A. Cerniglia	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	2	Elect Director Tzau-jin Chung	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	3	Elect Director Gayla J. Delly	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	4	Elect Director Maria C. Green	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	5	Elect Director Anthony Grillo	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	6	Elect Director David W. Heinzmann	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	7	Elect Director Gregory N. Henderson	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	8	Elect Director Gordon Hunter	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	9	Elect Director William P. Noglows	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Littelfuse, Inc.	04/25/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Littelfuse, Inc.	04/25/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
LivanoVA PLC	06/11/2024	Management	1	Elect Director J. Christopher Barry	For	For	For	For	A vote FOR all director nominees is warranted.
LivanoVA PLC	06/11/2024	Management	2	Elect Director Francesco Bianchi	For	For	For	For	A vote FOR all director nominees is warranted.
LivanoVA PLC	06/11/2024	Management	3	Elect Director Stacy Enxing Seng	For	For	For	For	A vote FOR all director nominees is warranted.
LivanoVA PLC	06/11/2024	Management	4	Elect Director William Kozy	For	For	For	For	A vote FOR all director nominees is warranted.
LivanoVA PLC	06/11/2024	Management	5	Elect Director Vladimir A. Makatsaria	For	For	For	For	A vote FOR all director nominees is warranted.
LivanoVA PLC	06/11/2024	Management	6	Elect Director Sharon O'Kane	For	For	For	For	A vote FOR all director nominees is warranted.
LivanoVA PLC	06/11/2024	Management	7	Elect Director Todd Schermerhorn	For	For	For	For	A vote FOR all director nominees is warranted.
LivanoVA PLC	06/11/2024	Management	8	Elect Director Brooke Story	For	For	For	For	A vote FOR all director nominees is warranted.
LivanoVA PLC	06/11/2024	Management	9	Elect Director Peter Wilver	For	For	For	For	A vote FOR all director nominees is warranted.
LivanoVA PLC	06/11/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
LivanoVA PLC	06/11/2024	Management	11	Appoint PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
LivanoVA PLC	06/11/2024	Management	12	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this item is warranted as no significant issues regarding the stock plan have been identified.
LivanoVA PLC	06/11/2024	Management	13	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The shareholder value transfer appears to be within a reasonable range; * The plan does not allow for repricing of stock options without prior shareholder approval; and * The equity burn rate is reasonable.
LivanoVA PLC	06/11/2024	Management	14	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
LivanoVA PLC	06/11/2024	Management	15	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
LivanoVA PLC	06/11/2024	Management	16	Approve Remuneration Report	For	For	For	For	
LivanoVA PLC	06/11/2024	Management	17	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the Company's routine submission of the Directors' report and financial statements is warranted because no significant concerns have been identified.
LivanoVA PLC	06/11/2024	Management	18	Reappoint PricewaterhouseCoopers LLP as UK Statutory Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
LivanoVA PLC	06/11/2024	Management	19	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this resolution is warranted because no significant concerns have been identified.
Live Oak Bancshares, Inc.	05/21/2024	Management	1	Elect Director Tonya W. Bradford	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, Miltom Petty, and Yousef Valine are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors.
Live Oak Bancshares, Inc.	05/21/2024	Management	2	Elect Director William H. Cameron	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, Miltom Petty, and Yousef Valine are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Live Oak Bancshares, Inc.	05/21/2024	Management	3	Elect Director Diane B. Glossman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, Miltom Petty, and Yousef Valine are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors.
Live Oak Bancshares, Inc.	05/21/2024	Management	4	Elect Director Glen F. Hoffsis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, Miltom Petty, and Yousef Valine are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors.
Live Oak Bancshares, Inc.	05/21/2024	Management	5	Elect Director David G. Lucht	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, Miltom Petty, and Yousef Valine are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors.
Live Oak Bancshares, Inc.	05/21/2024	Management	6	Elect Director James S. Mahan, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, Miltom Petty, and Yousef Valine are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors.
Live Oak Bancshares, Inc.	05/21/2024	Management	7	Elect Director Miltom E. Petty	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, Miltom Petty, and Yousef Valine are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Live Oak Bancshares, Inc.	05/21/2024	Management	8	Elect Director Neil L. Underwood	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, Miltom Petty, and Yousef Valine are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors.
Live Oak Bancshares, Inc.	05/21/2024	Management	9	Elect Director Yousef A. Valine	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, Miltom Petty, and Yousef Valine are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors.
Live Oak Bancshares, Inc.	05/21/2024	Management	10	Elect Director William L. Williams, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, Miltom Petty, and Yousef Valine are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors.
Live Oak Bancshares, Inc.	05/21/2024	Management	11	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Live Oak Bancshares, Inc.	05/21/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a poor pay practice. The company paid excessive cash severance to the Bank's former president upon his termination. In addition, the company continues to provide an inordinate amount of personal use of corporate aircraft perquisite to the CEO.
Live Oak Bancshares, Inc.	05/21/2024	Management	13	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Louisiana-Pacific Corporation	05/10/2024	Management	1	Elect Director F. Nicholas Grasberger, III	For	For	For	For	A vote FOR the director nominees is warranted.
Louisiana-Pacific Corporation	05/10/2024	Management	2	Elect Director Ozey K. Horton, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Louisiana-Pacific Corporation	05/10/2024	Management	3	Elect Director W. Bradley Southern	For	For	For	For	A vote FOR the director nominees is warranted.
Louisiana-Pacific Corporation	05/10/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Louisiana-Pacific Corporation	05/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
LSB Industries, Inc.	05/23/2024	Management	1	Elect Director Barry H. Golsen	For	Against	Against	Against	Votes AGAINST Barry Golsen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LSB Industries, Inc.	05/23/2024	Management	2	Elect Director Kanna Kitamura	For	For	For	For	Votes AGAINST Barry Golsen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LSB Industries, Inc.	05/23/2024	Management	3	Elect Director Richard W. Roedel	For	For	For	For	Votes AGAINST Barry Golsen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LSB Industries, Inc.	05/23/2024	Management	4	Ratify Section 382 Rights Agreement	For	For	For	For	A vote FOR this proposal is warranted. The duration of the NOL pill is reasonable, the value of the NOLs to be protected is material and likely to provide economic benefit to shareholders.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
LSB Industries, Inc.	05/23/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LSB Industries, Inc.	05/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Luxfer Holdings Plc	06/06/2024	Management	1	Elect Director Andy Butcher	For	For	For	For	A vote FOR all director nominees is warranted.
Luxfer Holdings Plc	06/06/2024	Management	2	Elect Director Patrick Mullen	For	For	For	For	A vote FOR all director nominees is warranted.
Luxfer Holdings Plc	06/06/2024	Management	3	Elect Director Richard Hipple	For	For	For	For	A vote FOR all director nominees is warranted.
Luxfer Holdings Plc	06/06/2024	Management	4	Elect Director Clive Snowdon	For	For	For	For	A vote FOR all director nominees is warranted.
Luxfer Holdings Plc	06/06/2024	Management	5	Elect Director Sylvia A. Stein	For	For	For	For	A vote FOR all director nominees is warranted.
Luxfer Holdings Plc	06/06/2024	Management	6	Elect Director Lisa Trimberger	For	For	For	For	A vote FOR all director nominees is warranted.
Luxfer Holdings Plc	06/06/2024	Management	7	Approve Remuneration Policy	For	For	For	For	A vote FOR this proposal is warranted. The remuneration policy is being submitted in accordance with U.K. regulation, where the company is incorporated. Although some features of the remuneration policy do not align with market practice for U.K.-listed companies, they are consistent with U.S. practice.
Luxfer Holdings Plc	06/06/2024	Management	8	Approve Remuneration Report	For	For	For	For	
Luxfer Holdings Plc	06/06/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Luxfer Holdings Plc	06/06/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Luxfer Holdings Plc	06/06/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Luxfer Holdings Plc	06/06/2024	Management	12	Authorise Board to Fix Remuneration of Auditors	For	For	Against	Against	A vote AGAINST this proposal is warranted as the auditor's ratification does not warrant support.
Luxfer Holdings Plc	06/06/2024	Management	13	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The plan does not allow for repricing of stock options without prior shareholder approval; and * The equity burn rate is reasonable.
Luxfer Holdings Plc	06/06/2024	Management	14	Authorise Issue of Equity	For	For	For	For	A vote FOR these proposals is warranted because the proposed amounts and durations are within recommended limits.
Luxfer Holdings Plc	06/06/2024	Management	15	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	For	A vote FOR these proposals is warranted because the proposed amounts and durations are within recommended limits.
Lyra Therapeutics, Inc.	06/13/2024	Management	1	Elect Director Konstantin Poukalov	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member Nancy Snyderman for the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Konstantin Poukalov is warranted.
Lyra Therapeutics, Inc.	06/13/2024	Management	2	Elect Director Nancy L. Snyderman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee member Nancy Snyderman for the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Konstantin Poukalov is warranted.
Lyra Therapeutics, Inc.	06/13/2024	Management	3	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lyra Therapeutics, Inc.	06/13/2024	Management	4	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
M.D.C. Holdings, Inc.	04/02/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. The offer represents a premium to the stock's five-year high closing price, there appears to be a potential downside risk of non-approval, and the cash form of consideration provides liquidity and certainty of value to MDC shareholders.
M.D.C. Holdings, Inc.	04/02/2024	Management	2	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are significant concerns regarding the size and structure of the CEO's single trigger transaction bonus. In addition, NEOs' equity awards will auto-accelerate upon the merger closing.
M.D.C. Holdings, Inc.	04/02/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MACOM Technology Solutions Holdings, Inc.	03/07/2024	Management	1	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
MACOM Technology Solutions Holdings, Inc.	03/07/2024	Management	2	Elect Director John Ritchie	For	For	For	For	A vote FOR all director nominees is warranted.
MACOM Technology Solutions Holdings, Inc.	03/07/2024	Management	3	Elect Director Jihye Whang Rosenband	For	For	For	For	A vote FOR all director nominees is warranted.
MACOM Technology Solutions Holdings, Inc.	03/07/2024	Management	4	Elect Director Murugesan "Raj" Shanmugaraj	For	For	For	For	A vote FOR all director nominees is warranted.
MACOM Technology Solutions Holdings, Inc.	03/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain an excise tax gross-up change-in-control provision.
MACOM Technology Solutions Holdings, Inc.	03/07/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MacroGenics, Inc.	05/21/2024	Management	1	Elect Director Scott Jackson	For	For	For	For	A vote FOR all director nominees is warranted.
MacroGenics, Inc.	05/21/2024	Management	2	Elect Director Margaret A. Liu	For	For	For	For	A vote FOR all director nominees is warranted.
MacroGenics, Inc.	05/21/2024	Management	3	Elect Director David Stump	For	For	For	For	A vote FOR all director nominees is warranted.
MacroGenics, Inc.	05/21/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MacroGenics, Inc.	05/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MacroGenics, Inc.	05/21/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 24.08 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MagnaChip Semiconductor Corporation	06/13/2024	Management	1	Elect Director Young-Joon (YJ) Kim	For	For	For	For	WITHHOLD votes for Ibok Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MagnaChip Semiconductor Corporation	06/13/2024	Management	2	Elect Director Ibok Lee	For	For	Withhold	Withhold	WITHHOLD votes for Ibok Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MagnaChip Semiconductor Corporation	06/13/2024	Management	3	Elect Director Camillo Martino	For	For	For	For	WITHHOLD votes for Ibok Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MagnaChip Semiconductor Corporation	06/13/2024	Management	4	Elect Director Gilbert Nathan	For	For	For	For	WITHHOLD votes for Ibok Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MagnaChip Semiconductor Corporation	06/13/2024	Management	5	Elect Director Kyo-Hwa (Liz) Chung	For	For	For	For	WITHHOLD votes for Ibok Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MagnaChip Semiconductor Corporation	06/13/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MagnaChip Semiconductor Corporation	06/13/2024	Management	7	Ratify Samil PricewaterhouseCoopers as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MagnaChip Semiconductor Corporation	06/13/2024	Management	8	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Magnite, Inc.	06/12/2024	Management	1	Elect Director Sarah P. Harden	For	For	For	For	A vote FOR all director nominees is warranted.
Magnite, Inc.	06/12/2024	Management	2	Elect Director James Rossman	For	For	For	For	A vote FOR all director nominees is warranted.
Magnite, Inc.	06/12/2024	Management	3	Elect Director Diane Yu	For	For	For	For	A vote FOR all director nominees is warranted.
Magnite, Inc.	06/12/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Magnite, Inc.	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Maiden Holdings, Ltd.	05/06/2024	Management	1	Elect Director Barry D. Zyskind	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Steven Nigro, Simcha Lyons, Lawrence Metz, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Maiden Holdings, Ltd.	05/06/2024	Management	2	Elect Director Holly L. Blanchard	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Steven Nigro, Simcha Lyons, Lawrence Metz, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/06/2024	Management	3	Elect Director Patrick J. Haveron	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Steven Nigro, Simcha Lyons, Lawrence Metz, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/06/2024	Management	4	Elect Director Simcha G. Lyons	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Steven Nigro, Simcha Lyons, Lawrence Metz, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/06/2024	Management	5	Elect Director Lawrence F. Metz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Steven Nigro, Simcha Lyons, Lawrence Metz, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/06/2024	Management	6	Elect Director Raymond M. Neff	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Steven Nigro, Simcha Lyons, Lawrence Metz, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/06/2024	Management	7	Elect Director Yehuda L. Neuberger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Steven Nigro, Simcha Lyons, Lawrence Metz, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/06/2024	Management	8	Elect Director Steven H. Nigro	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Steven Nigro, Simcha Lyons, Lawrence Metz, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/06/2024	Management	9	Elect Director Keith A. Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Steven Nigro, Simcha Lyons, Lawrence Metz, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Maiden Holdings, Ltd.	05/06/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Maiden Holdings, Ltd.	05/06/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Mammoth Energy Services, Inc.	06/12/2024	Management	1	Elect Director Arthur Amron	For	For	For	For	A vote AGAINST Nominating Committee chairman James (Jim) Palm is warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/12/2024	Management	2	Elect Director Corey Booker	For	For	For	For	A vote AGAINST Nominating Committee chairman James (Jim) Palm is warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/12/2024	Management	3	Elect Director Paul Jacobi	For	For	For	For	A vote AGAINST Nominating Committee chairman James (Jim) Palm is warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/12/2024	Management	4	Elect Director James Palm	For	Against	Against	Against	A vote AGAINST Nominating Committee chairman James (Jim) Palm is warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/12/2024	Management	5	Elect Director Arthur Smith	For	For	For	For	A vote AGAINST Nominating Committee chairman James (Jim) Palm is warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/12/2024	Management	6	Elect Director Arty Straehla	For	For	For	For	A vote AGAINST Nominating Committee chairman James (Jim) Palm is warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Mammoth Energy Services, Inc.	06/12/2024	Management	8	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted.
Mammoth Energy Services, Inc.	06/12/2024	Management	9	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ManpowerGroup Inc.	05/03/2024	Management	1	Elect Director Jean-Philippe Courtois	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	2	Elect Director John F. Ferraro	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	3	Elect Director William P. Gipson	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	4	Elect Director Patricia Hemingway Hall	For	For	Against	Against	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	5	Elect Director Julie M. Howard	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	6	Elect Director Ulice Payne, Jr.	For	For	Against	Against	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	7	Elect Director Muriel Penicaud	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	8	Elect Director Jonas Prising	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	9	Elect Director Paul Read	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ManpowerGroup Inc.	05/03/2024	Management	10	Elect Director Elizabeth P. Sartain	For	For	Against	Against	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	11	Elect Director Michael J. Van Handel	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ManpowerGroup Inc.	05/03/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Marathon Digital Holdings, Inc.	06/27/2024	Management	1	Elect Director Fred Thiel	For	For	For	For	A WITHHOLD vote is warranted for Audit Committee member Said Ouissal for failing to address the material weaknesses in the company's internal controls in consecutive years. In the absence of a say-on-pay proposal, a WITHHOLD vote is warranted for Compensation Committee member Kevin DeNuccio due to an unmitigated pay-for-performance misalignment. A vote FOR Frederick (Fred) Thiel is warranted.
Marathon Digital Holdings, Inc.	06/27/2024	Management	2	Elect Director Kevin DeNuccio	For	Withhold	Withhold	Withhold	A WITHHOLD vote is warranted for Audit Committee member Said Ouissal for failing to address the material weaknesses in the company's internal controls in consecutive years. In the absence of a say-on-pay proposal, a WITHHOLD vote is warranted for Compensation Committee member Kevin DeNuccio due to an unmitigated pay-for-performance misalignment. A vote FOR Frederick (Fred) Thiel is warranted.
Marathon Digital Holdings, Inc.	06/27/2024	Management	3	Elect Director Said Ouissal	For	Withhold	Withhold	Withhold	A WITHHOLD vote is warranted for Audit Committee member Said Ouissal for failing to address the material weaknesses in the company's internal controls in consecutive years. In the absence of a say-on-pay proposal, a WITHHOLD vote is warranted for Compensation Committee member Kevin DeNuccio due to an unmitigated pay-for-performance misalignment. A vote FOR Frederick (Fred) Thiel is warranted.
Marathon Digital Holdings, Inc.	06/27/2024	Management	4	Ratify Marcum LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Marathon Digital Holdings, Inc.	06/27/2024	Management	5	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Marathon Digital Holdings, Inc.	06/27/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Maravai LifeSciences Holdings, Inc.	05/23/2024	Management	1	Elect Director Benjamin Daverman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Constantine (Dean) Mihas are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Carl Hull, Benjamin Daverman, Susannah Gray, and Constantine (Dean) Mihas are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Maravai LifeSciences Holdings, Inc.	05/23/2024	Management	2	Elect Director Susannah Gray	For	Withhold	Withhold	Withhold	WITHHOLD votes for Constantine (Dean) Mihas are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Carl Hull, Benjamin Daverman, Susannah Gray, and Constantine (Dean) Mihas are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Maravai LifeSciences Holdings, Inc.	05/23/2024	Management	3	Elect Director Carl Hull	For	Withhold	Withhold	Withhold	WITHHOLD votes for Constantine (Dean) Mihas are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Carl Hull, Benjamin Daverman, Susannah Gray, and Constantine (Dean) Mihas are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Maravai LifeSciences Holdings, Inc.	05/23/2024	Management	4	Elect Director Constantine Mihas	For	Withhold	Withhold	Withhold	WITHHOLD votes for Constantine (Dean) Mihas are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Carl Hull, Benjamin Daverman, Susannah Gray, and Constantine (Dean) Mihas are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Maravai LifeSciences Holdings, Inc.	05/23/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Maravai LifeSciences Holdings, Inc.	05/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.
Marcus & Millichap, Inc.	05/02/2024	Management	1	Elect Director Collete English Dixon	For	For	For	For	WITHHOLD votes for incumbent audit committee member Lauralee Martin are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Marcus & Millichap, Inc.	05/02/2024	Management	2	Elect Director Lauralee E. Martin	For	For	Withhold	Withhold	WITHHOLD votes for incumbent audit committee member Lauralee Martin are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Marcus & Millichap, Inc.	05/02/2024	Management	3	Elect Director Nicholas F. McClanahan	For	For	For	For	WITHHOLD votes for incumbent audit committee member Lauralee Martin are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Marcus & Millichap, Inc.	05/02/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marcus & Millichap, Inc.	05/02/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Marcus & Millichap, Inc.	05/02/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Marcus & Millichap, Inc.	05/02/2024	Management	7	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Marine Products Corporation	04/23/2024	Management	1	Elect Director Gary W. Rollins	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Hubbell and Gary Rollins are warranted for lack of a majority independent board. WITHHOLD votes for Nominating Committee member John Wilson are warranted for lack of racial and/or ethnic diversity on the board.
Marine Products Corporation	04/23/2024	Management	2	Elect Director Richard A. Hubbell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Hubbell and Gary Rollins are warranted for lack of a majority independent board. WITHHOLD votes for Nominating Committee member John Wilson are warranted for lack of racial and/or ethnic diversity on the board.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Marine Products Corporation	04/23/2024	Management	3	Elect Director John F. Wilson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Hubbell and Gary Rollins are warranted for lack of a majority independent board. WITHHOLD votes for Nominating Committee member John Wilson are warranted for lack of racial and/or ethnic diversity on the board.
Marine Products Corporation	04/23/2024	Management	4	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marine Products Corporation	04/23/2024	Management	5	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; * The plan permits repricing without shareholder approval (overriding factor); and * The plan permits cash buyout of awards without shareholder approval (overriding factor).
MarineMax, Inc.	02/22/2024	Management	1	Elect Director William H. McGill, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees William McGill Jr. and Charles Oglesby are warranted for lack of a majority independent board. Votes AGAINST Charles Oglesby are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarineMax, Inc.	02/22/2024	Management	2	Elect Director Adam M. Johnson	For	For	For	For	Votes AGAINST non-independent nominees William McGill Jr. and Charles Oglesby are warranted for lack of a majority independent board. Votes AGAINST Charles Oglesby are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarineMax, Inc.	02/22/2024	Management	3	Elect Director Charles R. Oglesby	For	For	Against	Against	Votes AGAINST non-independent nominees William McGill Jr. and Charles Oglesby are warranted for lack of a majority independent board. Votes AGAINST Charles Oglesby are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarineMax, Inc.	02/22/2024	Management	4	Elect Director Rebecca White	For	For	For	For	Votes AGAINST non-independent nominees William McGill Jr. and Charles Oglesby are warranted for lack of a majority independent board. Votes AGAINST Charles Oglesby are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarineMax, Inc.	02/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MarineMax, Inc.	02/22/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MarineMax, Inc.	02/22/2024	Management	7	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MarketAxess Holdings Inc.	06/05/2024	Management	1	Elect Director Richard M. McVey	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	2	Elect Director Christopher R. Concannon	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	3	Elect Director Nancy Altobello	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	4	Elect Director Steven L. Begleiter	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	5	Elect Director Stephen P. Casper	For	For	Against	Against	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	6	Elect Director Jane Chwick	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	7	Elect Director William F. Cruger	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MarketAxess Holdings Inc.	06/05/2024	Management	8	Elect Director Kourtney Gibson	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	9	Elect Director Carlos M. Hernandez	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	10	Elect Director Richard G. Ketchum	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	11	Elect Director Emily H. Portney	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MarketAxess Holdings Inc.	06/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MarketAxess Holdings Inc.	06/05/2024	Management	14	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
MarketAxess Holdings Inc.	06/05/2024	Management	15	Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.
MarketAxess Holdings Inc.	06/05/2024	Shareholder	16	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted as the right to call special meetings at 10 percent ownership threshold would enhance shareholders rights.
Marqeta, Inc.	06/13/2024	Management	1	Elect Director Alpesh Chokshi	For	For	For	For	WITHHOLD votes are warranted for Srikan (Kiran) Prasad and Godfrey Sullivan given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Alpesh Chokshi, is warranted.
Marqeta, Inc.	06/13/2024	Management	2	Elect Director Srikan (Kiran) Prasad	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Srikan (Kiran) Prasad and Godfrey Sullivan given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Alpesh Chokshi, is warranted.
Marqeta, Inc.	06/13/2024	Management	3	Elect Director Godfrey Sullivan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Srikan (Kiran) Prasad and Godfrey Sullivan given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Alpesh Chokshi, is warranted.
Marqeta, Inc.	06/13/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Marqeta, Inc.	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Marriott Vacations Worldwide Corporation	05/10/2024	Management	1	Elect Director Lizanne Galbreath	For	For	For	For	WITHHOLD votes for non-independent nominee Melquiades (Mel) Martinez are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Marriott Vacations Worldwide Corporation	05/10/2024	Management	2	Elect Director Mary E. Galligan	For	For	For	For	WITHHOLD votes for non-independent nominee Melquiades (Mel) Martinez are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Marriott Vacations Worldwide Corporation	05/10/2024	Management	3	Elect Director Melquiades R. Martinez	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Melquiades (Mel) Martinez are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Marriott Vacations Worldwide Corporation	05/10/2024	Management	4	Elect Director Stephen R. Quazzo	For	For	For	For	WITHHOLD votes for non-independent nominee Melquiades (Mel) Martinez are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Marriott Vacations Worldwide Corporation	05/10/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Marriott Vacations Worldwide Corporation	05/10/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Marriott Vacations Worldwide Corporation	05/10/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Marten Transport, Ltd.	05/07/2024	Management	1	Elect Director Randolph L. Marten	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Marten Transport, Ltd.	05/07/2024	Management	2	Elect Director Larry B. Hagness	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Marten Transport, Ltd.	05/07/2024	Management	3	Elect Director Thomas J. Winkel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Marten Transport, Ltd.	05/07/2024	Management	4	Elect Director Jerry M. Bauer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Marten Transport, Ltd.	05/07/2024	Management	5	Elect Director Robert L. Demorest	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Marten Transport, Ltd.	05/07/2024	Management	6	Elect Director Ronald R. Booth	For	For	For	For	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Marten Transport, Ltd.	05/07/2024	Management	7	Elect Director Kathleen P. Iverson	For	For	For	For	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Marten Transport, Ltd.	05/07/2024	Management	8	Elect Director Patricia L. Jones	For	For	For	For	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Marten Transport, Ltd.	05/07/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Marten Transport, Ltd.	05/07/2024	Management	10	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Masonite International Corporation	04/25/2024	Management	1	Approve Merger Agreement	For	For	For	For	Shareholders are receiving a meaningful premium at announcement and a small premium to DOOR's all-time high, there is a potential downside risk of non-approval, and the cash consideration provides liquidity and certainty of value. That being said, the lack of an auction process may raise concerns, since investors lack market-based evidence that the deal is in fact the best available alternative; however, these concerns are somewhat mitigated by the modest termination fee and lack of competing bids since announcement. On balance, support FOR the proposed transaction is warranted.
Masonite International Corporation	04/25/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While PRSUs with incomplete performance periods will be assumed at or above-target performance levels, without disclosed rationale, equity awards are predominantly double trigger. Moreover, cash severance is also double trigger and of a reasonable basis, with no excise tax gross-ups payable.
Masonite International Corporation	04/25/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
MasTec, Inc.	05/14/2024	Management	1	Elect Director Jose R. Mas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jose Mas are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Jose Mas and Javier Palomarez are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
MasTec, Inc.	05/14/2024	Management	2	Elect Director Javier Palomarez	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jose Mas are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Jose Mas and Javier Palomarez are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
MasTec, Inc.	05/14/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
MasTec, Inc.	05/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
MasTec, Inc.	05/14/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MasTec, Inc.	05/14/2024	Management	6	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Mastech Digital, Inc.	05/15/2024	Management	1	Elect Director Sunil Wadhvani	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Sunil Wadhvani are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Audit Committee member Vladimir (Vlad) Rak are warranted for failing to include auditor ratification on the proxy ballot.
Mastech Digital, Inc.	05/15/2024	Management	2	Elect Director Vladimir Rak	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Sunil Wadhvani are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Audit Committee member Vladimir (Vlad) Rak are warranted for failing to include auditor ratification on the proxy ballot.
Mastech Digital, Inc.	05/15/2024	Management	3	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan has liberal change-in-control ("CIC") vesting risk (overriding factor); * The plan provides for option reloads (overriding factor); and * The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.25 percent is excessive.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mastech Digital, Inc.	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The identified pay-for-performance misalignment has been mitigated at this time. The CEO's annual incentive bonus is primarily based on pre-set objective measures, and the CEO's below target payouts are aligned with performance. However, an AGAINST vote for this proposal is warranted given that the company paid significant severance for what the proxy describes as a resignation, which is considered a problematic practice.
MasterBrand, Inc.	06/05/2024	Management	1	Elect Director David D. Petratis	For	For	For	For	A vote FOR all director nominees is warranted.
MasterBrand, Inc.	06/05/2024	Management	2	Elect Director Juliana L. Chugg	For	For	For	For	A vote FOR all director nominees is warranted.
MasterBrand, Inc.	06/05/2024	Management	3	Elect Director Patrick S. Shannon	For	For	For	For	A vote FOR all director nominees is warranted.
MasterBrand, Inc.	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
MasterBrand, Inc.	06/05/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Matador Resources Company	06/13/2024	Management	1	Elect Director William M. Byerley	For	For	For	For	A vote FOR all director nominees is warranted.
Matador Resources Company	06/13/2024	Management	2	Elect Director Monika U. Ehrman	For	For	For	For	A vote FOR all director nominees is warranted.
Matador Resources Company	06/13/2024	Management	3	Elect Director Kenneth L. Stewart	For	For	For	For	A vote FOR all director nominees is warranted.
Matador Resources Company	06/13/2024	Management	4	Elect Director Susan M. Ward	For	For	For	For	A vote FOR all director nominees is warranted.
Matador Resources Company	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision.
Matador Resources Company	06/13/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Matador Resources Company	06/13/2024	Management	7	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Materion Corporation	05/09/2024	Management	1	Elect Director Vinod M. Khilnani	For	For	Withhold	Withhold	Votes WITHHOLD for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/09/2024	Management	2	Elect Director Emily M. Liggett	For	For	For	For	Votes WITHHOLD for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/09/2024	Management	3	Elect Director Robert J. Phillippy	For	For	For	For	Votes WITHHOLD for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/09/2024	Management	4	Elect Director Patrick Prevost	For	For	For	For	Votes WITHHOLD for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Materion Corporation	05/09/2024	Management	5	Elect Director N. Mohan Reddy	For	For	Withhold	Withhold	Votes WITHHOLD for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/09/2024	Management	6	Elect Director Craig S. Shular	For	For	Withhold	Withhold	Votes WITHHOLD for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/09/2024	Management	7	Elect Director Darlene J. S. Solomon	For	For	Withhold	Withhold	Votes WITHHOLD for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/09/2024	Management	8	Elect Director Robert B. Toth	For	For	Withhold	Withhold	Votes WITHHOLD for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/09/2024	Management	9	Elect Director Jugal K. Vijayvargiya	For	For	Withhold	Withhold	Votes WITHHOLD for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular, Darlene Solomon and Robert (Bob) Toth are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/09/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Materion Corporation	05/09/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision.
Mativ Holdings, Inc.	04/24/2024	Management	1	Elect Director Shruti Singhal	For	For	For	For	WITHHOLD votes for Anderson (Andy) Warlick are warranted for serving as a non-independent member of a key board committee. A vote FOR Shruti Singhal is warranted.
Mativ Holdings, Inc.	04/24/2024	Management	2	Elect Director Anderson D. Warlick	For	For	Withhold	Withhold	WITHHOLD votes for Anderson (Andy) Warlick are warranted for serving as a non-independent member of a key board committee. A vote FOR Shruti Singhal is warranted.
Mativ Holdings, Inc.	04/24/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Mativ Holdings, Inc.	04/24/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Mativ Holdings, Inc.	04/24/2024	Management	5	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Matson, Inc.	04/25/2024	Management	1	Elect Director Meredith J. Ching	For	For	For	For	WITHHOLD votes for Constance Lau are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Matson, Inc.	04/25/2024	Management	2	Elect Director Matthew J. Cox	For	For	For	For	WITHHOLD votes for Constance Lau are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Matson, Inc.	04/25/2024	Management	3	Elect Director Mark H. Fukunaga	For	For	For	For	WITHHOLD votes for Constance Lau are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Matson, Inc.	04/25/2024	Management	4	Elect Director Stanley M. Kuriyama	For	For	For	For	WITHHOLD votes for Constance Lau are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Matson, Inc.	04/25/2024	Management	5	Elect Director Constance H. Lau	For	For	Withhold	Withhold	WITHHOLD votes for Constance Lau are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Matson, Inc.	04/25/2024	Management	6	Elect Director Bradley D. Tilden	For	For	For	For	WITHHOLD votes for Constance Lau are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Matson, Inc.	04/25/2024	Management	7	Elect Director Jenai S. Wall	For	For	For	For	WITHHOLD votes for Constance Lau are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Matson, Inc.	04/25/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Matson, Inc.	04/25/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mattel, Inc.	05/29/2024	Management	1	Elect Director Adriana Cisneros	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	2	Elect Director Diana Ferguson	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	3	Elect Director Julius Genachowski	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	4	Elect Director Noreena Hertz	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	5	Elect Director Ynon Kreiz	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	6	Elect Director Soren Laursen	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	7	Elect Director Roger Lynch	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	8	Elect Director Dominic Ng	For	For	Against	Against	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	9	Elect Director Judy Olian	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	10	Elect Director Dawn Ostroff	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mattel, Inc.	05/29/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Mattel, Inc.	05/29/2024	Management	13	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Mattel, Inc.	05/29/2024	Shareholder	14	Report on Political Contributions and Expenditures	Against	Against	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's direct and indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of any related risks and benefits.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Matterport, Inc.	06/10/2024	Management	1	Elect Director Mike (Gus) Gustafson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominee Michael Gustafson (Mike, Gus) given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights.
Matterport, Inc.	06/10/2024	Management	2	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Matterport, Inc.	06/10/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Matterport, Inc.	06/10/2024	Management	4	Amend Certificate of Incorporation regarding the Waiver of Corporate Opportunities	For	For	For	For	A vote FOR this proposal is warranted, as the amendment would narrow the applicability of a provision that is detrimental to shareholders' rights.
Maui Land & Pineapple Company, Inc.	05/15/2024	Management	1	Elect Director R. Scot Sellers	For	For	For	For	WITHHOLD votes are warranted for Stephen Case for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent audit committee members Anthony Takitani and Glyn Aepfel given the concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Maui Land & Pineapple Company, Inc.	05/15/2024	Management	2	Elect Director Stephen M. Case	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Stephen Case for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent audit committee members Anthony Takitani and Glyn Aepfel given the concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Maui Land & Pineapple Company, Inc.	05/15/2024	Management	3	Elect Director John Sabin	For	For	For	For	WITHHOLD votes are warranted for Stephen Case for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent audit committee members Anthony Takitani and Glyn Aepfel given the concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Maui Land & Pineapple Company, Inc.	05/15/2024	Management	4	Elect Director Glyn Aepfel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Stephen Case for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent audit committee members Anthony Takitani and Glyn Aepfel given the concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Maui Land & Pineapple Company, Inc.	05/15/2024	Management	5	Elect Director Anthony P. Takitani	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Stephen Case for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent audit committee members Anthony Takitani and Glyn Aepfel given the concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Maui Land & Pineapple Company, Inc.	05/15/2024	Management	6	Elect Director A. Catherine Ngo	For	For	For	For	WITHHOLD votes are warranted for Stephen Case for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent audit committee members Anthony Takitani and Glyn Aepfel given the concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Maui Land & Pineapple Company, Inc.	05/15/2024	Management	7	Elect Director Ken Ota	For	For	For	For	WITHHOLD votes are warranted for Stephen Case for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent audit committee members Anthony Takitani and Glyn Aepfel given the concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Maui Land & Pineapple Company, Inc.	05/15/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Maui Land & Pineapple Company, Inc.	05/15/2024	Management	9	Ratify Accuity LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MaxCyte, Inc.	06/11/2024	Management	1	Elect Director Will Brooke	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee William (Will) Brooke are warranted for lack of a majority independent board. WITHHOLD votes for William (Will) Brooke are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Richard Douglas are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR John Johnston is warranted.
MaxCyte, Inc.	06/11/2024	Management	2	Elect Director John Johnston	For	For	For	For	WITHHOLD votes for non-independent nominee William (Will) Brooke are warranted for lack of a majority independent board. WITHHOLD votes for William (Will) Brooke are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Richard Douglas are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR John Johnston is warranted.
MaxCyte, Inc.	06/11/2024	Management	3	Elect Director Richard Douglas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee William (Will) Brooke are warranted for lack of a majority independent board. WITHHOLD votes for William (Will) Brooke are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Richard Douglas are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR John Johnston is warranted.
MaxCyte, Inc.	06/11/2024	Management	4	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.04 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MaxCyte, Inc.	06/11/2024	Management	5	Ratify CohnReznick LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
MAXIMUS, Inc.	03/12/2024	Management	1	Elect Director Anne K. Altman	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/12/2024	Management	2	Elect Director Bruce L. Caswell	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/12/2024	Management	3	Elect Director John J. Haley	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/12/2024	Management	4	Elect Director Jan D. Madsen	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/12/2024	Management	5	Elect Director Richard A. Montoni	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/12/2024	Management	6	Elect Director Gayathri Rajan	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/12/2024	Management	7	Elect Director Raymond B. Ruddy	For	For	Against	Against	Votes AGAINST Raymond Ruddy are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/12/2024	Management	8	Elect Director Michael J. Warren	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MAXIMUS, Inc.	03/12/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MAXIMUS, Inc.	03/12/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
MAXIMUS, Inc.	03/12/2024	Shareholder	11	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining Rights	Against	For	For	For	A vote FOR this proposal is warranted, as this assessment may benefit shareholders by improving the company's management of related risks.
MaxLinear, Inc.	05/23/2024	Management	1	Elect Director Kishore V. Seendripu	For	For	For	For	Votes AGAINST Thomas Pardun are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MaxLinear, Inc.	05/23/2024	Management	2	Elect Director Thomas E. Pardun	For	For	Against	Against	Votes AGAINST Thomas Pardun are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MaxLinear, Inc.	05/23/2024	Management	3	Elect Director Gregory P. Dougherty	For	For	For	For	Votes AGAINST Thomas Pardun are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MaxLinear, Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MaxLinear, Inc.	05/23/2024	Management	5	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MDU Resources Group, Inc.	05/14/2024	Management	1	Elect Director Darrel T. Anderson	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	2	Elect Director James H. Gemmel	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	3	Elect Director Douglas W. Jaeger	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	4	Elect Director Dennis W. Johnson	For	For	Against	Against	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	5	Elect Director Nicole A. Kivisto	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	6	Elect Director Dale S. Rosenthal	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	7	Elect Director Edward A. Ryan	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	8	Elect Director David M. Sparby	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	9	Elect Director Chenxi Wang	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
MDU Resources Group, Inc.	05/14/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MeiraGTx Holdings Plc	06/06/2024	Management	1	Elect Director Alexandria Forbes	For	For	For	For	A vote FOR all director nominees is warranted.
MeiraGTx Holdings Plc	06/06/2024	Management	2	Elect Director Keith R. Harris	For	For	For	For	A vote FOR all director nominees is warranted.
MeiraGTx Holdings Plc	06/06/2024	Management	3	Elect Director Lord Mendoza	For	For	For	For	A vote FOR all director nominees is warranted.
MeiraGTx Holdings Plc	06/06/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
MeiraGTx Holdings Plc	06/06/2024	Management	5	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MeiraGTx Holdings Plc	06/06/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this proposal is warranted as non-audit fees represent more than 25 percent of total fees paid and the company has retained the same audit firm in excess of seven years.
Mercantile Bank Corporation	05/23/2024	Management	1	Elect Director Michael S. Davenport	For	For	For	For	Votes FOR the director nominees are warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mercantile Bank Corporation	05/23/2024	Management	2	Elect Director Michelle L. Eldridge	For	For	For	For	Votes FOR the director nominees are warranted.
Mercantile Bank Corporation	05/23/2024	Management	3	Elect Director Robert B. Kaminski, Jr.	For	For	For	For	Votes FOR the director nominees are warranted.
Mercantile Bank Corporation	05/23/2024	Management	4	Elect Director Michael H. Price	For	For	For	For	Votes FOR the director nominees are warranted.
Mercantile Bank Corporation	05/23/2024	Management	5	Elect Director David B. Ramaker	For	For	For	For	Votes FOR the director nominees are warranted.
Mercantile Bank Corporation	05/23/2024	Management	6	Elect Director Raymond E. Reitsma	For	For	For	For	Votes FOR the director nominees are warranted.
Mercantile Bank Corporation	05/23/2024	Management	7	Elect Director Amy L. Sparks	For	For	For	For	Votes FOR the director nominees are warranted.
Mercantile Bank Corporation	05/23/2024	Management	8	Elect Director Nelson F. Sanchez	For	For	For	For	Votes FOR the director nominees are warranted.
Mercantile Bank Corporation	05/23/2024	Management	9	Ratify Plante & Moran PLLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Mercantile Bank Corporation	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Mercer International Inc.	05/31/2024	Management	1	Elect Director Juan Carlos Bueno	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2024	Management	2	Elect Director William D. McCartney	For	For	Against	Against	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2024	Management	3	Elect Director James Shepherd	For	For	Against	Against	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2024	Management	4	Elect Director Alan C. Wallace	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2024	Management	5	Elect Director Linda J. Welty	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2024	Management	6	Elect Director Rainer Rettig	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2024	Management	7	Elect Director Alice Laberge	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2024	Management	8	Elect Director Janine North	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2024	Management	9	Elect Director Torbjorn Loof	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2024	Management	10	Elect Director Thomas Kevin Corrick	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Mercer International Inc.	05/31/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Merchants Bancorp	05/16/2024	Management	1	Elect Director Michael F. Petrie	For	For	For	For	WITHHOLD votes for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers and David Shane are warranted for a material governance failure. The company's governing documents have not provided shareholders with the right to amend the bylaws. A vote for the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Merchants Bancorp	05/16/2024	Management	2	Elect Director Randall D. Rogers	For	For	For	For	WITHHOLD votes for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers and David Shane are warranted for a material governance failure. The company's governing documents have not provided shareholders with the right to amend the bylaws. A vote for the remaining director nominees is warranted.
Merchants Bancorp	05/16/2024	Management	3	Elect Director Tamika D. Catchings	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers and David Shane are warranted for a material governance failure. The company's governing documents have not provided shareholders with the right to amend the bylaws. A vote for the remaining director nominees is warranted.
Merchants Bancorp	05/16/2024	Management	4	Elect Director Thomas W. Dinwiddie	For	For	For	For	WITHHOLD votes for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers and David Shane are warranted for a material governance failure. The company's governing documents have not provided shareholders with the right to amend the bylaws. A vote for the remaining director nominees is warranted.
Merchants Bancorp	05/16/2024	Management	5	Elect Director Michael J. Dunlap	For	For	For	For	WITHHOLD votes for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers and David Shane are warranted for a material governance failure. The company's governing documents have not provided shareholders with the right to amend the bylaws. A vote for the remaining director nominees is warranted.
Merchants Bancorp	05/16/2024	Management	6	Elect Director Scott A. Evans	For	For	For	For	WITHHOLD votes for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers and David Shane are warranted for a material governance failure. The company's governing documents have not provided shareholders with the right to amend the bylaws. A vote for the remaining director nominees is warranted.
Merchants Bancorp	05/16/2024	Management	7	Elect Director Sue Anne Gilroy	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers and David Shane are warranted for a material governance failure. The company's governing documents have not provided shareholders with the right to amend the bylaws. A vote for the remaining director nominees is warranted.
Merchants Bancorp	05/16/2024	Management	8	Elect Director Andrew A. Juster	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers and David Shane are warranted for a material governance failure. The company's governing documents have not provided shareholders with the right to amend the bylaws. A vote for the remaining director nominees is warranted.
Merchants Bancorp	05/16/2024	Management	9	Elect Director Patrick D. O'Brien	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers and David Shane are warranted for a material governance failure. The company's governing documents have not provided shareholders with the right to amend the bylaws. A vote for the remaining director nominees is warranted.
Merchants Bancorp	05/16/2024	Management	10	Elect Director Anne E. Sellers	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers and David Shane are warranted for a material governance failure. The company's governing documents have not provided shareholders with the right to amend the bylaws. A vote for the remaining director nominees is warranted.
Merchants Bancorp	05/16/2024	Management	11	Elect Director David N. Shane	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers and David Shane are warranted for a material governance failure. The company's governing documents have not provided shareholders with the right to amend the bylaws. A vote for the remaining director nominees is warranted.
Merchants Bancorp	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that an NEO received an outsized bonus from an uncapped bonus structure.
Merchants Bancorp	05/16/2024	Management	13	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MERCURY GENERAL CORPORATION	05/08/2024	Management	1	Elect Director George Joseph	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon, Wai Yee (Vicky) Joseph and Victor Joseph are warranted for lack of a majority independent board. WITHHOLD votes for Martha Marcon are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
MERCURY GENERAL CORPORATION	05/08/2024	Management	2	Elect Director Martha E. Marcon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon, Wai Yee (Vicky) Joseph and Victor Joseph are warranted for lack of a majority independent board. WITHHOLD votes for Martha Marcon are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
MERCURY GENERAL CORPORATION	05/08/2024	Management	3	Elect Director Joshua E. Little	For	For	For	For	WITHHOLD votes for non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon, Wai Yee (Vicky) Joseph and Victor Joseph are warranted for lack of a majority independent board. WITHHOLD votes for Martha Marcon are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
MERCURY GENERAL CORPORATION	05/08/2024	Management	4	Elect Director Gabriel Tirador	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon, Wai Yee (Vicky) Joseph and Victor Joseph are warranted for lack of a majority independent board. WITHHOLD votes for Martha Marcon are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
MERCURY GENERAL CORPORATION	05/08/2024	Management	5	Elect Director James G. Ellis	For	For	For	For	WITHHOLD votes for non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon, Wai Yee (Vicky) Joseph and Victor Joseph are warranted for lack of a majority independent board. WITHHOLD votes for Martha Marcon are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
MERCURY GENERAL CORPORATION	05/08/2024	Management	6	Elect Director George G. Braunegg	For	For	For	For	WITHHOLD votes for non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon, Wai Yee (Vicky) Joseph and Victor Joseph are warranted for lack of a majority independent board. WITHHOLD votes for Martha Marcon are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
MERCURY GENERAL CORPORATION	05/08/2024	Management	7	Elect Director Ramona L. Cappello	For	For	For	For	WITHHOLD votes for non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon, Wai Yee (Vicky) Joseph and Victor Joseph are warranted for lack of a majority independent board. WITHHOLD votes for Martha Marcon are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
MERCURY GENERAL CORPORATION	05/08/2024	Management	8	Elect Director Vicky Wai Yee Joseph	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon, Wai Yee (Vicky) Joseph and Victor Joseph are warranted for lack of a majority independent board. WITHHOLD votes for Martha Marcon are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
MERCURY GENERAL CORPORATION	05/08/2024	Management	9	Elect Director Victor G. Joseph	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon, Wai Yee (Vicky) Joseph and Victor Joseph are warranted for lack of a majority independent board. WITHHOLD votes for Martha Marcon are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
MERCURY GENERAL CORPORATION	05/08/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MERCURY GENERAL CORPORATION	05/08/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MeridianLink, Inc.	06/06/2024	Management	1	Elect Director George Jaber	For	For	For	For	A vote FOR all director nominees is warranted.
MeridianLink, Inc.	06/06/2024	Management	2	Elect Director Edward H. McDermott	For	For	For	For	A vote FOR all director nominees is warranted.
MeridianLink, Inc.	06/06/2024	Management	3	Elect Director Duston Williams	For	For	For	For	A vote FOR all director nominees is warranted.
MeridianLink, Inc.	06/06/2024	Management	4	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MeridianLink, Inc.	06/06/2024	Management	5	Amend Certificate of Incorporation to Allow the Exculpation of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as: * the company is de facto controlled and the board has limited accountability to public shareholders; and * such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
MeridianLink, Inc.	06/06/2024	Management	6	Adopt Supermajority Vote Requirement for Removal of Directors	For	For	For	For	A vote FOR this proposal is warranted, with caution. Even though a supermajority vote may entrench management by preventing actions that could benefit shareholders, the current charter that permits the Thoma Bravo Funds to unilaterally remove a director is not compliant with Delaware law and has to be amended.
MeridianLink, Inc.	06/06/2024	Management	7	Adjourn Meeting	For	Against	Against	Against	A vote AGAINST this item is warranted, as one of the underlying proposals does not warrant support.
Merit Medical Systems, Inc.	05/15/2024	Management	1	Elect Director Fred P. Lampropoulos	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Merit Medical Systems, Inc.	05/15/2024	Management	2	Elect Director Stephen C. Evans	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Merit Medical Systems, Inc.	05/15/2024	Management	3	Elect Director Silvia M. Perez	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Merit Medical Systems, Inc.	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Merit Medical Systems, Inc.	05/15/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 10.75 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Merit Medical Systems, Inc.	05/15/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Metallus Inc.	05/07/2024	Management	1	Elect Director Mary Ellen Baker	For	For	For	For	A vote FOR all director nominees is warranted.
Metallus Inc.	05/07/2024	Management	2	Elect Director Jamy P. Rankin	For	For	For	For	A vote FOR all director nominees is warranted.
Metallus Inc.	05/07/2024	Management	3	Elect Director Ronald A. Rice	For	For	For	For	A vote FOR all director nominees is warranted.
Metallus Inc.	05/07/2024	Management	4	Elect Director Michael S. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
Metallus Inc.	05/07/2024	Management	5	Elect Director Melissa M. Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Metallus Inc.	05/07/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Metallus Inc.	05/07/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MetroCity Bankshares, Inc.	05/16/2024	Management	1	Elect Director Farid Tan	For	For	Against	Against	Votes AGAINST non-independent nominees Don Leung, Ajit Patel, and Farid Tan are warranted for lack of a majority independent board. Votes AGAINST Ajit Patel are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Ajit Patel are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
MetroCity Bankshares, Inc.	05/16/2024	Management	2	Elect Director Don T.P. Leung	For	For	Against	Against	Votes AGAINST non-independent nominees Don Leung, Ajit Patel, and Farid Tan are warranted for lack of a majority independent board. Votes AGAINST Ajit Patel are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Ajit Patel are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
MetroCity Bankshares, Inc.	05/16/2024	Management	3	Elect Director Ajit A. Patel	For	Against	Against	Against	Votes AGAINST non-independent nominees Don Leung, Ajit Patel, and Farid Tan are warranted for lack of a majority independent board. Votes AGAINST Ajit Patel are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Ajit Patel are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
MetroCity Bankshares, Inc.	05/16/2024	Management	4	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Metropolitan Bank Holding Corp.	05/29/2024	Management	1	Elect Director Mark R. DeFazio	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark DeFazio, Harvey Gutman and George Wolf Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Gutman and George Wolf Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Harvey Gutman and Katrina Robinson given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, which adversely impacts shareholder rights.
Metropolitan Bank Holding Corp.	05/29/2024	Management	2	Elect Director Harvey M. Gutman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark DeFazio, Harvey Gutman and George Wolf Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Gutman and George Wolf Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Harvey Gutman and Katrina Robinson given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, which adversely impacts shareholder rights.
Metropolitan Bank Holding Corp.	05/29/2024	Management	3	Elect Director Katrina Robinson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark DeFazio, Harvey Gutman and George Wolf Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Gutman and George Wolf Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Harvey Gutman and Katrina Robinson given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, which adversely impacts shareholder rights.
Metropolitan Bank Holding Corp.	05/29/2024	Management	4	Elect Director George J. Wolf, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark DeFazio, Harvey Gutman and George Wolf Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Gutman and George Wolf Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Harvey Gutman and Katrina Robinson given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, which adversely impacts shareholder rights.
Metropolitan Bank Holding Corp.	05/29/2024	Management	5	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Metropolitan Bank Holding Corp.	05/29/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain single-trigger and excise tax gross-up change-in-control provisions. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Metropolitan Bank Holding Corp.	05/29/2024	Management	7	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
MGE Energy, Inc.	05/21/2024	Management	1	Elect Director Patricia K. Ackerman	For	For	For	For	A vote FOR the remaining director nominees is warranted.
MGE Energy, Inc.	05/21/2024	Management	2	Elect Director Marcia M. Anderson	For	For	For	For	A vote FOR the remaining director nominees is warranted.
MGE Energy, Inc.	05/21/2024	Management	3	Elect Director Jeffrey M. Keebler	For	For	For	For	A vote FOR the remaining director nominees is warranted.
MGE Energy, Inc.	05/21/2024	Management	4	Elect Director Gary J. Wolter	For	For	For	For	A vote FOR the remaining director nominees is warranted.
MGE Energy, Inc.	05/21/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MGE Energy, Inc.	05/21/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision.
MGIC Investment Corporation	04/25/2024	Management	1	Elect Director Analisa M. Allen	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MGIC Investment Corporation	04/25/2024	Management	2	Elect Director Daniel A. Arrigoni	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	3	Elect Director C. Edward Chaplin	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	4	Elect Director Curt S. Culver	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	5	Elect Director Jay C. Hartzell	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	6	Elect Director Timothy A. Holt	For	For	Withhold	Withhold	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	7	Elect Director Jodeen A. Kozlak	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	8	Elect Director Michael E. Lehman	For	For	Withhold	Withhold	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	9	Elect Director Teresita M. Lowman	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	10	Elect Director Timothy J. Matke	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	11	Elect Director Sheryl L. Sculley	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	12	Elect Director Michael L. Thompson	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	13	Elect Director Mark M. Zandi	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MGIC Investment Corporation	04/25/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MGP Ingredients, Inc.	05/23/2024	Management	1	Elect Director Thomas A. Gerke	For	For	For	For	A vote FOR all director nominees is warranted.
MGP Ingredients, Inc.	05/23/2024	Management	2	Elect Director Donn Lux	For	For	For	For	A vote FOR all director nominees is warranted.
MGP Ingredients, Inc.	05/23/2024	Management	3	Elect Director Kevin S. Rauckman	For	For	For	For	A vote FOR all director nominees is warranted.
MGP Ingredients, Inc.	05/23/2024	Management	4	Elect Director Todd B. Siwak	For	For	For	For	A vote FOR all director nominees is warranted.
MGP Ingredients, Inc.	05/23/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MGP Ingredients, Inc.	05/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MGP Ingredients, Inc.	05/23/2024	Management	7	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mid Penn Bancorp, Inc.	05/14/2024	Management	1	Elect Director Kimberly J. Brumbaugh	For	For	For	For	WITHHOLD votes for non-independent nominee Rory Ritrievi are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Mid Penn Bancorp, Inc.	05/14/2024	Management	2	Elect Director Maureen M. Gathagan	For	For	For	For	WITHHOLD votes for non-independent nominee Rory Ritrievi are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Mid Penn Bancorp, Inc.	05/14/2024	Management	3	Elect Director Rory G. Ritrievi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Rory Ritrievi are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Mid Penn Bancorp, Inc.	05/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Mid Penn Bancorp, Inc.	05/14/2024	Management	5	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Middlesex Water Company	05/21/2024	Management	1	Elect Director Dennis W. Doll	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Doll and Nadine Leslie are warranted for lack of a majority independent board. WITHHOLD votes for Compensation Committee member Kim Hanemann are warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR Ann Noble is warranted.
Middlesex Water Company	05/21/2024	Management	2	Elect Director Kim C. Hanemann	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Doll and Nadine Leslie are warranted for lack of a majority independent board. WITHHOLD votes for Compensation Committee member Kim Hanemann are warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR Ann Noble is warranted.
Middlesex Water Company	05/21/2024	Management	3	Elect Director Nadine Leslie	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Doll and Nadine Leslie are warranted for lack of a majority independent board. WITHHOLD votes for Compensation Committee member Kim Hanemann are warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR Ann Noble is warranted.
Middlesex Water Company	05/21/2024	Management	4	Elect Director Ann L. Noble	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Doll and Nadine Leslie are warranted for lack of a majority independent board. WITHHOLD votes for Compensation Committee member Kim Hanemann are warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR Ann Noble is warranted.
Middlesex Water Company	05/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently entered into new employment and CIC agreements with the CEO that provide for excessive severance payouts and excise tax gross-ups.
Middlesex Water Company	05/21/2024	Management	6	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Midland States Bancorp, Inc.	05/06/2024	Management	1	Elect Director Gerald J. Carlson	For	For	For	For	Votes AGAINST non-independent nominee Robert Schultz are further warranted for lack of a majority independent board. Votes AGAINST incumbent director nominees Sherina Edwards and Robert Schultz are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Gerald J. Carlson is warranted.
Midland States Bancorp, Inc.	05/06/2024	Management	2	Elect Director Sherina M. Edwards	For	Against	Against	Against	Votes AGAINST non-independent nominee Robert Schultz are further warranted for lack of a majority independent board. Votes AGAINST incumbent director nominees Sherina Edwards and Robert Schultz are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Gerald J. Carlson is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Midland States Bancorp, Inc.	05/06/2024	Management	3	Elect Director Robert F. Schultz	For	Against	Against	Against	Votes AGAINST non-independent nominee Robert Schultz are further warranted for lack of a majority independent board. Votes AGAINST incumbent director nominees Sherina Edwards and Robert Schultz are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Gerald J. Carlson is warranted.
Midland States Bancorp, Inc.	05/06/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Midland States Bancorp, Inc.	05/06/2024	Management	5	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
MidWestOne Financial Group, Inc.	04/25/2024	Management	1	Elect Director Azeemuddin Ahmed	For	For	For	For	A vote FOR the director nominees is warranted.
MidWestOne Financial Group, Inc.	04/25/2024	Management	2	Elect Director Carl J. Chaney	For	For	For	For	A vote FOR the director nominees is warranted.
MidWestOne Financial Group, Inc.	04/25/2024	Management	3	Elect Director Ruth E. Heinonen	For	For	For	For	A vote FOR the director nominees is warranted.
MidWestOne Financial Group, Inc.	04/25/2024	Management	4	Elect Director Nathaniel J. Kaeding	For	For	For	For	A vote FOR the director nominees is warranted.
MidWestOne Financial Group, Inc.	04/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided tax gross-up payments for the CEO's relocation perquisite.
MidWestOne Financial Group, Inc.	04/25/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MidWestOne Financial Group, Inc.	04/25/2024	Management	7	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Miller Industries, Inc.	06/21/2024	Management	1	Elect Director Theodore H. Ashford, III	For	For	Withhold	Withhold	WITHHOLD votes for Theodore (Ted) Ashford III and A. Russell Chandler III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	06/21/2024	Management	2	Elect Director A. Russell Chandler, III	For	For	Withhold	Withhold	WITHHOLD votes for Theodore (Ted) Ashford III and A. Russell Chandler III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	06/21/2024	Management	3	Elect Director Peter Jackson	For	For	For	For	WITHHOLD votes for Theodore (Ted) Ashford III and A. Russell Chandler III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	06/21/2024	Management	4	Elect Director William G. Miller	For	For	For	For	WITHHOLD votes for Theodore (Ted) Ashford III and A. Russell Chandler III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	06/21/2024	Management	5	Elect Director William G. Miller, II	For	For	For	For	WITHHOLD votes for Theodore (Ted) Ashford III and A. Russell Chandler III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	06/21/2024	Management	6	Elect Director Javier Reyes	For	For	For	For	WITHHOLD votes for Theodore (Ted) Ashford III and A. Russell Chandler III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	06/21/2024	Management	7	Elect Director Jill Sutton	For	For	For	For	WITHHOLD votes for Theodore (Ted) Ashford III and A. Russell Chandler III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	06/21/2024	Management	8	Elect Director Susan Sweeney	For	For	For	For	WITHHOLD votes for Theodore (Ted) Ashford III and A. Russell Chandler III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	06/21/2024	Management	9	Elect Director Leigh Walton	For	For	For	For	WITHHOLD votes for Theodore (Ted) Ashford III and A. Russell Chandler III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	06/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Miller Industries, Inc.	06/21/2024	Management	11	Ratify Elliott Davis, LLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
MiMedx Group, Inc.	06/05/2024	Management	1	Elect Director M. Kathleen Behrens	For	For	For	For	A vote FOR all director nominees is warranted.
MiMedx Group, Inc.	06/05/2024	Management	2	Elect Director Joseph H. Capper	For	For	For	For	A vote FOR all director nominees is warranted.
MiMedx Group, Inc.	06/05/2024	Management	3	Elect Director James L. Bierman	For	For	For	For	A vote FOR all director nominees is warranted.
MiMedx Group, Inc.	06/05/2024	Management	4	Elect Director William A. Hawkins, III	For	For	For	For	A vote FOR all director nominees is warranted.
MiMedx Group, Inc.	06/05/2024	Management	5	Elect Director Cato T. Laurencin	For	For	For	For	A vote FOR all director nominees is warranted.
MiMedx Group, Inc.	06/05/2024	Management	6	Elect Director K. Todd Newton	For	For	For	For	A vote FOR all director nominees is warranted.
MiMedx Group, Inc.	06/05/2024	Management	7	Elect Director Tiffany Olson	For	For	For	For	A vote FOR all director nominees is warranted.
MiMedx Group, Inc.	06/05/2024	Management	8	Elect Director Dorothy Puhly	For	For	For	For	A vote FOR all director nominees is warranted.
MiMedx Group, Inc.	06/05/2024	Management	9	Elect Director Martin P. Sutter	For	For	For	For	A vote FOR all director nominees is warranted.
MiMedx Group, Inc.	06/05/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
MiMedx Group, Inc.	06/05/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Minerals Technologies Inc.	05/15/2024	Management	1	Elect Director John J. Carmola	For	For	For	For	Votes AGAINST Marc Robinson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Minerals Technologies Inc.	05/15/2024	Management	2	Elect Director Robert L. Clark, Jr.	For	For	For	For	Votes AGAINST Marc Robinson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Minerals Technologies Inc.	05/15/2024	Management	3	Elect Director Marc E. Robinson	For	For	Against	Against	Votes AGAINST Marc Robinson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Minerals Technologies Inc.	05/15/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Minerals Technologies Inc.	05/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Minerals Technologies Inc.	05/15/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Mirion Technologies, Inc.	06/04/2024	Management	1	Elect Director Lawrence D. Kingsley	For	For	For	For	A vote FOR the director nominees is warranted.
Mirion Technologies, Inc.	06/04/2024	Management	2	Elect Director Thomas D. Logan	For	For	For	For	A vote FOR the director nominees is warranted.
Mirion Technologies, Inc.	06/04/2024	Management	3	Elect Director Kenneth C. Bockhorst	For	For	For	For	A vote FOR the director nominees is warranted.
Mirion Technologies, Inc.	06/04/2024	Management	4	Elect Director Robert A. Cascella	For	For	For	For	A vote FOR the director nominees is warranted.
Mirion Technologies, Inc.	06/04/2024	Management	5	Elect Director Steven W. Etzel	For	For	For	For	A vote FOR the director nominees is warranted.
Mirion Technologies, Inc.	06/04/2024	Management	6	Elect Director John W. Kuo	For	For	For	For	A vote FOR the director nominees is warranted.
Mirion Technologies, Inc.	06/04/2024	Management	7	Elect Director Jody A. Markopoulos	For	For	For	For	A vote FOR the director nominees is warranted.
Mirion Technologies, Inc.	06/04/2024	Management	8	Elect Director Sheila Rege	For	For	For	For	A vote FOR the director nominees is warranted.
Mirion Technologies, Inc.	06/04/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mirion Technologies, Inc.	06/04/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Mission Produce, Inc.	04/11/2024	Management	1	Elect Director Stephen A. Beebe	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen Beebe and Jay Pack are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Beebe and Jay Pack are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Stephen Beebe are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Tony Sarsam is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mission Produce, Inc.	04/11/2024	Management	2	Elect Director Jay A. Pack	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen Beebe and Jay Pack are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Beebe and Jay Pack are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Stephen Beebe are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Tony Sarsam is warranted.
Mission Produce, Inc.	04/11/2024	Management	3	Elect Director Tony Bashir Sarsam	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen Beebe and Jay Pack are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Beebe and Jay Pack are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Stephen Beebe are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Tony Sarsam is warranted.
Mission Produce, Inc.	04/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Mission Produce, Inc.	04/11/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Mission Produce, Inc.	04/11/2024	Management	6	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
MISTRAS Group, Inc.	05/14/2024	Management	1	Elect Director Nicholas DeBenedictis	For	For	For	For	WITHHOLD votes for non-independent nominees Manuel (Manny) Stamatakis, James Forese, Richard Glanton and Sotirios Vahaviolos are warranted for lack of a majority independent board WITHHOLD votes for James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/14/2024	Management	2	Elect Director James J. Forese	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Manuel (Manny) Stamatakis, James Forese, Richard Glanton and Sotirios Vahaviolos are warranted for lack of a majority independent board WITHHOLD votes for James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/14/2024	Management	3	Elect Director Richard H. Glanton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Manuel (Manny) Stamatakis, James Forese, Richard Glanton and Sotirios Vahaviolos are warranted for lack of a majority independent board WITHHOLD votes for James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/14/2024	Management	4	Elect Director Michelle J. Lohmeier	For	For	For	For	WITHHOLD votes for non-independent nominees Manuel (Manny) Stamatakis, James Forese, Richard Glanton and Sotirios Vahaviolos are warranted for lack of a majority independent board WITHHOLD votes for James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/14/2024	Management	5	Elect Director Charles P. Pizzi	For	For	For	For	WITHHOLD votes for non-independent nominees Manuel (Manny) Stamatakis, James Forese, Richard Glanton and Sotirios Vahaviolos are warranted for lack of a majority independent board WITHHOLD votes for James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MISTRAS Group, Inc.	05/14/2024	Management	6	Elect Director Manuel N. Stamatakis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Manuel (Manny) Stamatakis, James Forese, Richard Glanton and Sotirios Vahaviolos are warranted for lack of a majority independent board WITHHOLD votes for James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/14/2024	Management	7	Elect Director Sotirios J. Vahaviolos	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Manuel (Manny) Stamatakis, James Forese, Richard Glanton and Sotirios Vahaviolos are warranted for lack of a majority independent board WITHHOLD votes for James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/14/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
MISTRAS Group, Inc.	05/14/2024	Management	9	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 12.04 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
MISTRAS Group, Inc.	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Model N, Inc.	02/15/2024	Management	1	Elect Director Baljit Dail	For	For	For	For	A vote FOR all director nominees is warranted.
Model N, Inc.	02/15/2024	Management	2	Elect Director Melissa Fisher	For	For	For	For	A vote FOR all director nominees is warranted.
Model N, Inc.	02/15/2024	Management	3	Elect Director Alan Henricks	For	For	For	For	A vote FOR all director nominees is warranted.
Model N, Inc.	02/15/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Model N, Inc.	02/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Model N, Inc.	06/25/2024	Management	1	Approve Merger Agreement	For	For	For	For	The sales process was thorough, shareholders are receiving a premium, the strategic rationale of the sale appears reasonable, the cash form of consideration provides shareholders liquidity and certainty of value, and there is a potential downside risk of non-approval. Given these factors, support FOR the proposed transaction is warranted.
Model N, Inc.	06/25/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable. Further, outstanding equity will only be accelerated upon a qualifying termination.
Model N, Inc.	06/25/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
ModivCare Inc.	06/11/2024	Management	1	Elect Director Todd J. Carter	For	For	For	For	Votes AGAINST Audit Committee members Leslie Norwalk and Rahul Samant are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
ModivCare Inc.	06/11/2024	Management	2	Elect Director David A. Coulter	For	For	For	For	Votes AGAINST Audit Committee members Leslie Norwalk and Rahul Samant are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
ModivCare Inc.	06/11/2024	Management	3	Elect Director Garth Graham	For	For	For	For	Votes AGAINST Audit Committee members Leslie Norwalk and Rahul Samant are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
ModivCare Inc.	06/11/2024	Management	4	Elect Director Leslie V. Norwalk	For	Against	Against	Against	Votes AGAINST Audit Committee members Leslie Norwalk and Rahul Samant are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
ModivCare Inc.	06/11/2024	Management	5	Elect Director Rahul Samant	For	Against	Against	Against	Votes AGAINST Audit Committee members Leslie Norwalk and Rahul Samant are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ModivCare Inc.	06/11/2024	Management	6	Elect Director L. Heath Sampson	For	For	For	For	Votes AGAINST Audit Committee members Leslie Norwalk and Rahul Samant are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
ModivCare Inc.	06/11/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
ModivCare Inc.	06/11/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Moelis & Company	06/06/2024	Management	1	Elect Director Kenneth Moelis	For	For	For	For	A vote AGAINST Governance Committee members Laila Worrell, John Allison IV, and Kenneth Shropshire is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Moelis & Company	06/06/2024	Management	2	Elect Director Eric Cantor	For	For	For	For	A vote AGAINST Governance Committee members Laila Worrell, John Allison IV, and Kenneth Shropshire is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Moelis & Company	06/06/2024	Management	3	Elect Director John A. Allison, IV	For	Against	Against	Against	A vote AGAINST Governance Committee members Laila Worrell, John Allison IV, and Kenneth Shropshire is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Moelis & Company	06/06/2024	Management	4	Elect Director Kenneth L. Shropshire	For	Against	Against	Against	A vote AGAINST Governance Committee members Laila Worrell, John Allison IV, and Kenneth Shropshire is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Moelis & Company	06/06/2024	Management	5	Elect Director Laila Worrell	For	Against	Against	Against	A vote AGAINST Governance Committee members Laila Worrell, John Allison IV, and Kenneth Shropshire is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Moelis & Company	06/06/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Moelis & Company	06/06/2024	Management	7	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Moelis & Company	06/06/2024	Management	8	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 35.37 percent is excessive. * The company's three-year average burn rate is excessive.
Moelis & Company	06/06/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Mohawk Industries, Inc.	05/23/2024	Management	1	Elect Director Bruce C. Bruckmann	For	For	Against	Against	Votes AGAINST non-independent nominee Bruce Bruckmann are warranted for lack of a majority independent board. Votes AGAINST Bruce Bruckmann are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mohawk Industries, Inc.	05/23/2024	Management	2	Elect Director Jerry W. Burris	For	For	For	For	Votes AGAINST non-independent nominee Bruce Bruckmann are warranted for lack of a majority independent board. Votes AGAINST Bruce Bruckmann are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mohawk Industries, Inc.	05/23/2024	Management	3	Elect Director John M. Engquist	For	For	For	For	Votes AGAINST non-independent nominee Bruce Bruckmann are warranted for lack of a majority independent board. Votes AGAINST Bruce Bruckmann are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mohawk Industries, Inc.	05/23/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mohawk Industries, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
MoneyLion Inc.	06/13/2024	Management	1	Elect Director Matt Derella	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Annette Nazareth and Michael Paull given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Compensation Committee members Matthew (Matt) Derella and Michael Paull due to a pay-for-performance misalignment. Majority of the equity awards lack objective performance criteria, while the annual performance equity awards utilized an annual measurement period and the specific goals and corresponding achievements associated with the award were not disclosed. Furthermore, bonuses appear to be discretionary.
MoneyLion Inc.	06/13/2024	Management	2	Elect Director Annette Nazareth	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Annette Nazareth and Michael Paull given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Compensation Committee members Matthew (Matt) Derella and Michael Paull due to a pay-for-performance misalignment. Majority of the equity awards lack objective performance criteria, while the annual performance equity awards utilized an annual measurement period and the specific goals and corresponding achievements associated with the award were not disclosed. Furthermore, bonuses appear to be discretionary.
MoneyLion Inc.	06/13/2024	Management	3	Elect Director Michael Paull	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Annette Nazareth and Michael Paull given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Compensation Committee members Matthew (Matt) Derella and Michael Paull due to a pay-for-performance misalignment. Majority of the equity awards lack objective performance criteria, while the annual performance equity awards utilized an annual measurement period and the specific goals and corresponding achievements associated with the award were not disclosed. Furthermore, bonuses appear to be discretionary.
MoneyLion Inc.	06/13/2024	Management	4	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Montauk Renewables, Inc.	06/05/2024	Management	1	Elect Director Mohamed H. Ahmed	For	For	For	For	WITHHOLD votes for John (Johnny) Copelyn are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for John (Johnny) Copelyn are additionally warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Mohamed H. Ahmed is warranted.
Montauk Renewables, Inc.	06/05/2024	Management	2	Elect Director John A. Copelyn	For	Withhold	Withhold	Withhold	WITHHOLD votes for John (Johnny) Copelyn are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for John (Johnny) Copelyn are additionally warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Mohamed H. Ahmed is warranted.
Montauk Renewables, Inc.	06/05/2024	Management	3	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Montrose Environmental Group, Inc.	05/07/2024	Management	1	Elect Director J. Miguel Fernandez de Castro	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Vijay Manthripragada, J. Miguel Fernandez de Castro, and Robin Newmark for the board's failure to address the majority withhold votes with respect to the re-election of Peter Graham at last year's annual meeting. WITHHOLD votes are warranted for all director nominees for demonstrating poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support.
Montrose Environmental Group, Inc.	05/07/2024	Management	2	Elect Director Vijay Manthripragada	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Vijay Manthripragada, J. Miguel Fernandez de Castro, and Robin Newmark for the board's failure to address the majority withhold votes with respect to the re-election of Peter Graham at last year's annual meeting. WITHHOLD votes are warranted for all director nominees for demonstrating poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support.
Montrose Environmental Group, Inc.	05/07/2024	Management	3	Elect Director Robin L. Newmark	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Vijay Manthripragada, J. Miguel Fernandez de Castro, and Robin Newmark for the board's failure to address the majority withhold votes with respect to the re-election of Peter Graham at last year's annual meeting. WITHHOLD votes are warranted for all director nominees for demonstrating poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support.
Montrose Environmental Group, Inc.	05/07/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Montrose Environmental Group, Inc.	05/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the pay-for-performance misalignment is sufficiently mitigated at this time, the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, equity awards allow for auto-accelerated vesting upon a change in control and the company included multiple outsized peers within its selected peer group.
Montrose Environmental Group, Inc.	05/07/2024	Management	6	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Moog Inc.	02/06/2024	Management	2	Elect Director Janet M. Coletti	For	For	For	For	A vote FOR director nominee Janet Coletti is warranted, but with caution, given the problematic capital structure that negatively impacts shareholder rights.
Moog Inc.	02/06/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Moog Inc.	02/06/2024	Management	4	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Moog Inc.	02/06/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Morphic Holding, Inc.	06/04/2024	Management	1	Elect Director Gustav Christensen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Gustav Christensen and Amir Nashat due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee is warranted.
Morphic Holding, Inc.	06/04/2024	Management	2	Elect Director Susannah Gray	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Gustav Christensen and Amir Nashat due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Morphic Holding, Inc.	06/04/2024	Management	3	Elect Director Amir Nashat	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Gustav Christensen and Amir Nashat due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee is warranted.
Morphic Holding, Inc.	06/04/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Morphic Holding, Inc.	06/04/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Movado Group, Inc.	06/20/2024	Management	1	Elect Director Peter A. Bridgman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Movado Group, Inc.	06/20/2024	Management	2	Elect Director Alex Grinberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Movado Group, Inc.	06/20/2024	Management	3	Elect Director Efraim Grinberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Movado Group, Inc.	06/20/2024	Management	4	Elect Director Alan H. Howard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Movado Group, Inc.	06/20/2024	Management	5	Elect Director Richard Isserman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Movado Group, Inc.	06/20/2024	Management	6	Elect Director Ann Kirschner	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Movado Group, Inc.	06/20/2024	Management	7	Elect Director Maya Peterson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Movado Group, Inc.	06/20/2024	Management	8	Elect Director Stephen Sadove	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Movado Group, Inc.	06/20/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Movado Group, Inc.	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Mr. Cooper Group Inc.	05/23/2024	Management	1	Elect Director Jay Bray	For	For	For	For	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/23/2024	Management	2	Elect Director Busy Burr	For	For	For	For	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/23/2024	Management	3	Elect Director Roy Guthrie	For	For	For	For	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/23/2024	Management	4	Elect Director Daniela Jorge	For	For	For	For	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mr. Cooper Group Inc.	05/23/2024	Management	5	Elect Director Michael Malone	For	For	For	For	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/23/2024	Management	6	Elect Director Shveta Mujumdar	For	For	For	For	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/23/2024	Management	7	Elect Director Tagar Olson	For	For	For	For	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/23/2024	Management	8	Elect Director Steve Scheiwe	For	For	Against	Against	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Mr. Cooper Group Inc.	05/23/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MRC Global Inc.	05/07/2024	Management	1	Elect Director Deborah G. Adams	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/07/2024	Management	2	Elect Director Leonard M. Anthony	For	For	Withhold	Withhold	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/07/2024	Management	3	Elect Director George John Damiris	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/07/2024	Management	4	Elect Director David A. Hager	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/07/2024	Management	5	Elect Director Ronald L. Jadin	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/07/2024	Management	6	Elect Director Anne McEntee	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/07/2024	Management	7	Elect Director Robert J. Saltiel, Jr.	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/07/2024	Management	8	Elect Director Daniel B. Silvers	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/07/2024	Management	9	Elect Director Robert L. Wood	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/07/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MRC Global Inc.	05/07/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MRC Global Inc.	05/07/2024	Management	12	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
MSA Safety, Inc.	05/10/2024	Management	1	Elect Director Steven C. Blanco	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Steven Blanco are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
MSA Safety, Inc.	05/10/2024	Management	2	Elect Director Sandra Phillips Rogers	For	For	For	For	WITHHOLD votes for non-independent nominee Steven Blanco are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
MSA Safety, Inc.	05/10/2024	Management	3	Elect Director Luca Savi	For	For	For	For	WITHHOLD votes for non-independent nominee Steven Blanco are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
MSA Safety, Inc.	05/10/2024	Management	4	Approve Non-Employee Director Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MSA Safety, Inc.	05/10/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MSA Safety, Inc.	05/10/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Mueller Industries, Inc.	05/09/2024	Management	1	Elect Director Gregory L. Christopher	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Elizabeth (Lisa) Donovan for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/09/2024	Management	2	Elect Director Elizabeth Donovan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Elizabeth (Lisa) Donovan for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/09/2024	Management	3	Elect Director William C. Drummond	For	For	For	For	WITHHOLD votes for non-independent nominees Gregory (Greg) Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Elizabeth (Lisa) Donovan for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/09/2024	Management	4	Elect Director Gary S. Gladstein	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Elizabeth (Lisa) Donovan for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/09/2024	Management	5	Elect Director Scott J. Goldman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Elizabeth (Lisa) Donovan for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/09/2024	Management	6	Elect Director John B. Hansen	For	For	For	For	WITHHOLD votes for non-independent nominees Gregory (Greg) Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Elizabeth (Lisa) Donovan for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mueller Industries, Inc.	05/09/2024	Management	7	Elect Director Terry Hermanson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Elizabeth (Lisa) Donovan for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/09/2024	Management	8	Elect Director Charles P. Herzog, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Gregory (Greg) Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Elizabeth (Lisa) Donovan for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/09/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mueller Industries, Inc.	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Mueller Industries, Inc.	05/09/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: oThe equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Mueller Water Products, Inc.	02/28/2024	Management	1	Elect Director Shirley C. Franklin	For	For	Against	Against	Votes AGAINST Shirley Franklin, Thomas Hansen and Lydia Thomas are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/28/2024	Management	2	Elect Director Thomas J. Hansen	For	For	Against	Against	Votes AGAINST Shirley Franklin, Thomas Hansen and Lydia Thomas are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/28/2024	Management	3	Elect Director Brian C. Healy	For	For	For	For	Votes AGAINST Shirley Franklin, Thomas Hansen and Lydia Thomas are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/28/2024	Management	4	Elect Director Christine Ortiz	For	For	For	For	Votes AGAINST Shirley Franklin, Thomas Hansen and Lydia Thomas are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/28/2024	Management	5	Elect Director Jeffery S. Sharritts	For	For	For	For	Votes AGAINST Shirley Franklin, Thomas Hansen and Lydia Thomas are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/28/2024	Management	6	Elect Director Brian L. Slobodow	For	For	For	For	Votes AGAINST Shirley Franklin, Thomas Hansen and Lydia Thomas are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/28/2024	Management	7	Elect Director Lydia W. Thomas	For	For	Against	Against	Votes AGAINST Shirley Franklin, Thomas Hansen and Lydia Thomas are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/28/2024	Management	8	Elect Director Stephen C. Van Arsdell	For	For	For	For	Votes AGAINST Shirley Franklin, Thomas Hansen and Lydia Thomas are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/28/2024	Management	9	Elect Director Karl Niclas Ytterdahl	For	For	For	For	Votes AGAINST Shirley Franklin, Thomas Hansen and Lydia Thomas are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mueller Water Products, Inc.	02/28/2024	Management	10	Elect Director Marietta Edmunds Zakas	For	For	For	For	Votes AGAINST Shirley Franklin, Thomas Hansen and Lydia Thomas are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/28/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Mueller Water Products, Inc.	02/28/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Murphy Oil Corporation	05/08/2024	Management	1	Elect Director Claiborne P. Deming	For	For	Against	Against	Votes AGAINST non-independent nominees Claiborne Deming, Roger Jenkins, James Kelley, Robert Madison Murphy and Jeffrey Nolan are warranted for lack of a majority independent board. Votes AGAINST James Kelley and Jeffrey Nolan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/08/2024	Management	2	Elect Director Lawrence R. Dickerson	For	For	For	For	Votes AGAINST non-independent nominees Claiborne Deming, Roger Jenkins, James Kelley, Robert Madison Murphy and Jeffrey Nolan are warranted for lack of a majority independent board. Votes AGAINST James Kelley and Jeffrey Nolan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/08/2024	Management	3	Elect Director Michelle A. Earley	For	For	For	For	Votes AGAINST non-independent nominees Claiborne Deming, Roger Jenkins, James Kelley, Robert Madison Murphy and Jeffrey Nolan are warranted for lack of a majority independent board. Votes AGAINST James Kelley and Jeffrey Nolan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/08/2024	Management	4	Elect Director Roger W. Jenkins	For	For	Against	Against	Votes AGAINST non-independent nominees Claiborne Deming, Roger Jenkins, James Kelley, Robert Madison Murphy and Jeffrey Nolan are warranted for lack of a majority independent board. Votes AGAINST James Kelley and Jeffrey Nolan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/08/2024	Management	5	Elect Director Elisabeth W. Keller	For	For	For	For	Votes AGAINST non-independent nominees Claiborne Deming, Roger Jenkins, James Kelley, Robert Madison Murphy and Jeffrey Nolan are warranted for lack of a majority independent board. Votes AGAINST James Kelley and Jeffrey Nolan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/08/2024	Management	6	Elect Director James V. Kelley	For	For	Against	Against	Votes AGAINST non-independent nominees Claiborne Deming, Roger Jenkins, James Kelley, Robert Madison Murphy and Jeffrey Nolan are warranted for lack of a majority independent board. Votes AGAINST James Kelley and Jeffrey Nolan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/08/2024	Management	7	Elect Director R. Madison Murphy	For	For	Against	Against	Votes AGAINST non-independent nominees Claiborne Deming, Roger Jenkins, James Kelley, Robert Madison Murphy and Jeffrey Nolan are warranted for lack of a majority independent board. Votes AGAINST James Kelley and Jeffrey Nolan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/08/2024	Management	8	Elect Director Jeffrey W. Nolan	For	For	Against	Against	Votes AGAINST non-independent nominees Claiborne Deming, Roger Jenkins, James Kelley, Robert Madison Murphy and Jeffrey Nolan are warranted for lack of a majority independent board. Votes AGAINST James Kelley and Jeffrey Nolan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Murphy Oil Corporation	05/08/2024	Management	9	Elect Director Robert N. Ryan, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Claiborne Deming, Roger Jenkins, James Kelley, Robert Madison Murphy and Jeffrey Nolan are warranted for lack of a majority independent board. Votes AGAINST James Kelley and Jeffrey Nolan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/08/2024	Management	10	Elect Director Laura A. Sugg	For	For	For	For	Votes AGAINST non-independent nominees Claiborne Deming, Roger Jenkins, James Kelley, Robert Madison Murphy and Jeffrey Nolan are warranted for lack of a majority independent board. Votes AGAINST James Kelley and Jeffrey Nolan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/08/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Murphy Oil Corporation	05/08/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Murphy USA Inc.	05/09/2024	Management	1	Elect Director David L. Goebel	For	For	For	For	A vote FOR all director nominees is warranted.
Murphy USA Inc.	05/09/2024	Management	2	Elect Director James W. Keyes	For	For	For	For	A vote FOR all director nominees is warranted.
Murphy USA Inc.	05/09/2024	Management	3	Elect Director Diane N. Landen	For	For	For	For	A vote FOR all director nominees is warranted.
Murphy USA Inc.	05/09/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Murphy USA Inc.	05/09/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Murphy USA Inc.	05/09/2024	Management	6	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Murphy USA Inc.	05/09/2024	Management	7	Eliminate Supermajority Vote Requirement for Business Combinations	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Murphy USA Inc.	05/09/2024	Management	8	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Murphy USA Inc.	05/09/2024	Shareholder	9	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
MVB Financial Corp.	05/21/2024	Management	1	Elect Director John W. Ebert	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Ebert and Kelly Nelson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair John Ebert for lack of racial/ethnic diversity on the board. A vote FOR Jan. L. Owen is warranted.
MVB Financial Corp.	05/21/2024	Management	2	Elect Director Kelly R. Nelson	For	For	Withhold	Withhold	WITHHOLD votes for John Ebert and Kelly Nelson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair John Ebert for lack of racial/ethnic diversity on the board. A vote FOR Jan. L. Owen is warranted.
MVB Financial Corp.	05/21/2024	Management	3	Elect Director Jan. L. Owen	For	For	For	For	WITHHOLD votes for John Ebert and Kelly Nelson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair John Ebert for lack of racial/ethnic diversity on the board. A vote FOR Jan. L. Owen is warranted.
MVB Financial Corp.	05/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MVB Financial Corp.	05/21/2024	Management	5	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Myers Industries, Inc.	04/25/2024	Management	1	Elect Director Yvette Dapremont Bright	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/25/2024	Management	2	Elect Director Ronald M. De Feo	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/25/2024	Management	3	Elect Director William A. Foley	For	For	Against	Against	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Myers Industries, Inc.	04/25/2024	Management	4	Elect Director Jeffrey Kramer	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/25/2024	Management	5	Elect Director F. Jack Liebau, Jr.	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/25/2024	Management	6	Elect Director Bruce M. Lisman	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/25/2024	Management	7	Elect Director Lori Lutey	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/25/2024	Management	8	Elect Director Michael McGaugh	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/25/2024	Management	9	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Myers Industries, Inc.	04/25/2024	Management	10	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Myers Industries, Inc.	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Myers Industries, Inc.	04/25/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MYR Group Inc.	04/24/2024	Management	1	Elect Director Donald C.I. Lucky	For	For	For	For	A vote FOR all director nominees is warranted.
MYR Group Inc.	04/24/2024	Management	2	Elect Director Shirin S. O'Connor	For	For	For	For	A vote FOR all director nominees is warranted.
MYR Group Inc.	04/24/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MYR Group Inc.	04/24/2024	Management	4	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MYR Group Inc.	04/24/2024	Management	5	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Myriad Genetics, Inc.	06/06/2024	Management	1	Elect Director S. Louise Phanstiel	For	For	Against	Against	Votes AGAINST S. Louise Phanstiel are warranted for serving as a non-independent member of a key board committee. A vote FOR Daniel M. Skovronsky is warranted.
Myriad Genetics, Inc.	06/06/2024	Management	2	Elect Director Daniel M. Skovronsky	For	For	For	For	Votes AGAINST S. Louise Phanstiel are warranted for serving as a non-independent member of a key board committee. A vote FOR Daniel M. Skovronsky is warranted.
Myriad Genetics, Inc.	06/06/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Myriad Genetics, Inc.	06/06/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
N-able, Inc.	05/22/2024	Management	1	Elect Director Ann Johnson	For	Withhold	Withhold	Withhold	In the absence of governance committee members on ballot, WITHHOLD votes are warranted for director nominees Ann Johnson and Michael (Mike) Widmann given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
N-able, Inc.	05/22/2024	Management	2	Elect Director Michael Widmann	For	Withhold	Withhold	Withhold	In the absence of governance committee members on ballot, WITHHOLD votes are warranted for director nominees Ann Johnson and Michael (Mike) Widmann given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
N-able, Inc.	05/22/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
N-able, Inc.	05/22/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
N-able, Inc.	05/22/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Nabors Industries Ltd.	06/04/2024	Management	1	Elect Director Tanya S. Beder	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tanya Beder, Anthony (Tony) Chase, and John Kotts are warranted due to limited responsiveness to last year's failed say-on-pay vote.
Nabors Industries Ltd.	06/04/2024	Management	2	Elect Director Anthony R. Chase	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tanya Beder, Anthony (Tony) Chase, and John Kotts are warranted due to limited responsiveness to last year's failed say-on-pay vote.
Nabors Industries Ltd.	06/04/2024	Management	3	Elect Director James R. Crane	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tanya Beder, Anthony (Tony) Chase, and John Kotts are warranted due to limited responsiveness to last year's failed say-on-pay vote.
Nabors Industries Ltd.	06/04/2024	Management	4	Elect Director John P. Kotts	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tanya Beder, Anthony (Tony) Chase, and John Kotts are warranted due to limited responsiveness to last year's failed say-on-pay vote.
Nabors Industries Ltd.	06/04/2024	Management	5	Elect Director Michael C. Linn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tanya Beder, Anthony (Tony) Chase, and John Kotts are warranted due to limited responsiveness to last year's failed say-on-pay vote.
Nabors Industries Ltd.	06/04/2024	Management	6	Elect Director Anthony G. Petrello	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tanya Beder, Anthony (Tony) Chase, and John Kotts are warranted due to limited responsiveness to last year's failed say-on-pay vote.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Nabors Industries Ltd.	06/04/2024	Management	7	Elect Director John Yearwood	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tanya Beder, Anthony (Tony) Chase, and John Kotts are warranted due to limited responsiveness to last year's failed say-on-pay vote.
Nabors Industries Ltd.	06/04/2024	Management	8	Approve PricewaterhouseCoopers LLP Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nabors Industries Ltd.	06/04/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Nabors Industries Ltd.	06/04/2024	Management	10	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
National Bank Holdings Corporation	05/01/2024	Management	1	Elect Director Ralph W. Clermont	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/01/2024	Management	2	Elect Director Robert E. Dean	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/01/2024	Management	3	Elect Director Robin A. Doyle	For	For	For	For	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/01/2024	Management	4	Elect Director Alka Gupta	For	For	For	For	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/01/2024	Management	5	Elect Director Fred J. Joseph	For	For	For	For	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/01/2024	Management	6	Elect Director G. Timothy Laney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
National Bank Holdings Corporation	05/01/2024	Management	7	Elect Director Patrick G. Sobers	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/01/2024	Management	8	Elect Director Micho F. Spring	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/01/2024	Management	9	Elect Director Art Zeile	For	For	For	For	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/01/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Bank Holdings Corporation	05/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
National Bankshares, Inc.	05/14/2024	Management	1	Elect Director Lawrence J. Ball	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence Ball, Michael Dye, Mary Miller, Lara Ramsey and Glenn Reynolds are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Ball and Glenn Reynolds are also warranted for serving as non-independent members of a key board committee. A vote FOR Luthera H. Smith is warranted.
National Bankshares, Inc.	05/14/2024	Management	2	Elect Director Michael E. Dye	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence Ball, Michael Dye, Mary Miller, Lara Ramsey and Glenn Reynolds are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Ball and Glenn Reynolds are also warranted for serving as non-independent members of a key board committee. A vote FOR Luthera H. Smith is warranted.
National Bankshares, Inc.	05/14/2024	Management	3	Elect Director Mary G. Miller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence Ball, Michael Dye, Mary Miller, Lara Ramsey and Glenn Reynolds are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Ball and Glenn Reynolds are also warranted for serving as non-independent members of a key board committee. A vote FOR Luthera H. Smith is warranted.
National Bankshares, Inc.	05/14/2024	Management	4	Elect Director Lara E. Ramsey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence Ball, Michael Dye, Mary Miller, Lara Ramsey and Glenn Reynolds are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Ball and Glenn Reynolds are also warranted for serving as non-independent members of a key board committee. A vote FOR Luthera H. Smith is warranted.
National Bankshares, Inc.	05/14/2024	Management	5	Elect Director Glenn P. Reynolds	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence Ball, Michael Dye, Mary Miller, Lara Ramsey and Glenn Reynolds are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Ball and Glenn Reynolds are also warranted for serving as non-independent members of a key board committee. A vote FOR Luthera H. Smith is warranted.
National Bankshares, Inc.	05/14/2024	Management	6	Elect Director Luthera H. Smith	For	For	For	For	WITHHOLD votes for non-independent nominees Lawrence Ball, Michael Dye, Mary Miller, Lara Ramsey and Glenn Reynolds are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Ball and Glenn Reynolds are also warranted for serving as non-independent members of a key board committee. A vote FOR Luthera H. Smith is warranted.
National Bankshares, Inc.	05/14/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
National Bankshares, Inc.	05/14/2024	Management	8	Ratify Yount, Hyde & Barbour, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Fuel Gas Company	03/08/2024	Management	1	Elect Director David H. Anderson	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	2	Elect Director David P. Bauer	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	3	Elect Director Barbara M. Baumann	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	4	Elect Director David C. Carroll	For	For	Withhold	Withhold	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	5	Elect Director Steven C. Finch	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	6	Elect Director Joseph N. Jagers	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	7	Elect Director Rebecca Ranich	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	8	Elect Director Jeffrey W. Shaw	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	9	Elect Director Thomas E. Skains	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	10	Elect Director David F. Smith	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	11	Elect Director Ronald J. Tanski	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
National Fuel Gas Company	03/08/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
National Fuel Gas Company	03/08/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National HealthCare Corporation	05/09/2024	Management	1	Elect Director J. Paul Abernathy	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Adams and James Paul Abernathy are warranted for lack of a majority independent board. Votes AGAINST James Paul Abernathy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee member James Paul Abernathy are further warranted for neglecting to include auditor ratification on the proxy ballot.
National HealthCare Corporation	05/09/2024	Management	2	Elect Director Robert G. Adams	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Adams and James Paul Abernathy are warranted for lack of a majority independent board. Votes AGAINST James Paul Abernathy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee member James Paul Abernathy are further warranted for neglecting to include auditor ratification on the proxy ballot.
National HealthCare Corporation	05/09/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
National Presto Industries, Inc.	05/21/2024	Management	1	Elect Director Maryjo Cohen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Maryjo Cohen are warranted for lack of a majority independent board.
National Presto Industries, Inc.	05/21/2024	Management	2	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
National Presto Industries, Inc.	05/21/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
National Research Corporation	05/08/2024	Management	1	Elect Director Michael D. Hays	For	For	For	For	Votes AGAINST John Nunnely are warranted for serving as a non-independent member of a key board committee. A vote FOR Michael D. Hays is warranted.
National Research Corporation	05/08/2024	Management	2	Elect Director John N. Nunnely	For	For	Against	Against	Votes AGAINST John Nunnely are warranted for serving as a non-independent member of a key board committee. A vote FOR Michael D. Hays is warranted.
National Research Corporation	05/08/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Research Corporation	05/08/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
National Vision Holdings, Inc.	06/12/2024	Management	1	Elect Director Jose Armario	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/12/2024	Management	2	Elect Director L. Reade Fahs	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/12/2024	Management	3	Elect Director Virginia A. Hepner	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/12/2024	Management	4	Elect Director Susan Somersille Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/12/2024	Management	5	Elect Director Naomi Kelman	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/12/2024	Management	6	Elect Director Susan O'Farrell	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/12/2024	Management	7	Elect Director D. Randolph Peeler	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/12/2024	Management	8	Elect Director Thomas V. Taylor, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/12/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
National Vision Holdings, Inc.	06/12/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
National Vision Holdings, Inc.	06/12/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
National Vision Holdings, Inc.	06/12/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Western Life Group, Inc.	01/08/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR the proposed transaction is warranted. The public nature of the sales process following NWLI's May 2023 announcement indicates that the proposed offer is likely the best available, there is a potential downside risk of non-approval, and the cash form of consideration provides liquidity and certainty of value at a premium to both the unaffected and the all-time high share price.
National Western Life Group, Inc.	01/08/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although vesting of equity awards will auto-accelerate upon closing, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.
National Western Life Group, Inc.	01/08/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given the underlying transaction merits support.
Natural Gas Services Group, Inc.	06/13/2024	Management	1	Elect Director David L. Bradshaw	For	For	Against	Against	Votes AGAINST non-independent nominee David Bradshaw are warranted for lack of a majority independent board. Votes AGAINST David Bradshaw are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Natural Gas Services Group, Inc.	06/13/2024	Management	2	Elect Director Nigel J. Jenvey	For	For	For	For	Votes AGAINST non-independent nominee David Bradshaw are warranted for lack of a majority independent board. Votes AGAINST David Bradshaw are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Natural Gas Services Group, Inc.	06/13/2024	Management	3	Elect Director Georganne Hodges	For	For	For	For	Votes AGAINST non-independent nominee David Bradshaw are warranted for lack of a majority independent board. Votes AGAINST David Bradshaw are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Natural Gas Services Group, Inc.	06/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists, and sufficient mitigating factors have not been identified for the year in review. Although pay programs are entirely based on pre-set objective measures with disclosed goals, significant concerns are noted regarding the magnitude of interim CEO Taylor's cash retirement payments. Substantial cash payments upon a voluntary retirement are considered by many investors to be a problematic pay practice and Taylor's cash retirement payments alone exceeded the peer median CEO total pay.
Natural Gas Services Group, Inc.	06/13/2024	Management	5	Ratify Ham, Langston & Brezina LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Natural Grocers by Vitamin Cottage, Inc.	03/06/2024	Management	1	Elect Director Heather Isely	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kemper Isely and Heather Isely are warranted: * warranted for lack of a majority independent board; * for serving as non-independent members of a key board committee; and * due to the company's lack of a formal nominating committee. In the absence of a formal nominating committee, WITHHOLD votes for board chair Kemper Isely are further warranted for the lack of racial and/or ethnic diversity on the board. A vote FOR the remaining director nominee, Edward Cerkovnik, is warranted.
Natural Grocers by Vitamin Cottage, Inc.	03/06/2024	Management	2	Elect Director Kemper Isely	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kemper Isely and Heather Isely are warranted: * warranted for lack of a majority independent board; * for serving as non-independent members of a key board committee; and * due to the company's lack of a formal nominating committee. In the absence of a formal nominating committee, WITHHOLD votes for board chair Kemper Isely are further warranted for the lack of racial and/or ethnic diversity on the board. A vote FOR the remaining director nominee, Edward Cerkovnik, is warranted.
Natural Grocers by Vitamin Cottage, Inc.	03/06/2024	Management	3	Elect Director Edward Cerkovnik	For	For	For	For	WITHHOLD votes for non-independent nominees Kemper Isely and Heather Isely are warranted: * warranted for lack of a majority independent board; * for serving as non-independent members of a key board committee; and * due to the company's lack of a formal nominating committee. In the absence of a formal nominating committee, WITHHOLD votes for board chair Kemper Isely are further warranted for the lack of racial and/or ethnic diversity on the board. A vote FOR the remaining director nominee, Edward Cerkovnik, is warranted.
Natural Grocers by Vitamin Cottage, Inc.	03/06/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Natural Grocers by Vitamin Cottage, Inc.	03/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Natural Grocers by Vitamin Cottage, Inc.	03/06/2024	Management	6	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Natural Grocers by Vitamin Cottage, Inc.	03/06/2024	Management	7	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Nature's Sunshine Products, Inc.	05/01/2024	Management	1	Elect Director Curtis Kopf	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/01/2024	Management	2	Elect Director Terrence O. Moorehead	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/01/2024	Management	3	Elect Director Richard D. Moss	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/01/2024	Management	4	Elect Director Tess Roering	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/01/2024	Management	5	Elect Director Robert D. Straus	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/01/2024	Management	6	Elect Director J. Christopher Teets	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/01/2024	Management	7	Elect Director Heidi Wissmiller	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/01/2024	Management	8	Elect Director Rong Yang	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/01/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Nature's Sunshine Products, Inc.	05/01/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NBT Bancorp Inc.	05/21/2024	Management	1	Elect Director Martin A. Dietrich	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, Scott Kingsley, Jack Webb, Richard Cantele Jr., Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger, Lowell Seifter and John Watt Jr. are warranted for lack of a majority independent board. Votes AGAINST Jack Webb, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Lowell Seifter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/21/2024	Management	2	Elect Director John H. Watt, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, Scott Kingsley, Jack Webb, Richard Cantele Jr., Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger, Lowell Seifter and John Watt Jr. are warranted for lack of a majority independent board. Votes AGAINST Jack Webb, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Lowell Seifter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/21/2024	Management	3	Elect Director Scott A. Kingsley	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, Scott Kingsley, Jack Webb, Richard Cantele Jr., Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger, Lowell Seifter and John Watt Jr. are warranted for lack of a majority independent board. Votes AGAINST Jack Webb, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Lowell Seifter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/21/2024	Management	4	Elect Director Richard J. Cantele, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, Scott Kingsley, Jack Webb, Richard Cantele Jr., Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger, Lowell Seifter and John Watt Jr. are warranted for lack of a majority independent board. Votes AGAINST Jack Webb, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Lowell Seifter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/21/2024	Management	5	Elect Director Johanna R. Ames	For	For	For	For	Votes AGAINST non-independent nominees Martin Dietrich, Scott Kingsley, Jack Webb, Richard Cantele Jr., Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger, Lowell Seifter and John Watt Jr. are warranted for lack of a majority independent board. Votes AGAINST Jack Webb, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Lowell Seifter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/21/2024	Management	6	Elect Director J. David Brown	For	For	For	For	Votes AGAINST non-independent nominees Martin Dietrich, Scott Kingsley, Jack Webb, Richard Cantele Jr., Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger, Lowell Seifter and John Watt Jr. are warranted for lack of a majority independent board. Votes AGAINST Jack Webb, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Lowell Seifter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/21/2024	Management	7	Elect Director Timothy E. Delaney	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, Scott Kingsley, Jack Webb, Richard Cantele Jr., Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger, Lowell Seifter and John Watt Jr. are warranted for lack of a majority independent board. Votes AGAINST Jack Webb, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Lowell Seifter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NBT Bancorp Inc.	05/21/2024	Management	8	Elect Director Heidi M. Hoeller	For	For	For	For	Votes AGAINST non-independent nominees Martin Dietrich, Scott Kingsley, Jack Webb, Richard Cantele Jr., Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger, Lowell Seifter and John Watt Jr. are warranted for lack of a majority independent board. Votes AGAINST Jack Webb, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Lowell Seifter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/21/2024	Management	9	Elect Director Andrew S. Kowalczyk, III	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, Scott Kingsley, Jack Webb, Richard Cantele Jr., Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger, Lowell Seifter and John Watt Jr. are warranted for lack of a majority independent board. Votes AGAINST Jack Webb, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Lowell Seifter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/21/2024	Management	10	Elect Director V. Daniel Robinson, II	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, Scott Kingsley, Jack Webb, Richard Cantele Jr., Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger, Lowell Seifter and John Watt Jr. are warranted for lack of a majority independent board. Votes AGAINST Jack Webb, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Lowell Seifter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/21/2024	Management	11	Elect Director Matthew J. Salanger	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, Scott Kingsley, Jack Webb, Richard Cantele Jr., Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger, Lowell Seifter and John Watt Jr. are warranted for lack of a majority independent board. Votes AGAINST Jack Webb, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Lowell Seifter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/21/2024	Management	12	Elect Director Lowell A. Seifter	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, Scott Kingsley, Jack Webb, Richard Cantele Jr., Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger, Lowell Seifter and John Watt Jr. are warranted for lack of a majority independent board. Votes AGAINST Jack Webb, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Lowell Seifter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/21/2024	Management	13	Elect Director Jack H. Webb	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, Scott Kingsley, Jack Webb, Richard Cantele Jr., Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger, Lowell Seifter and John Watt Jr. are warranted for lack of a majority independent board. Votes AGAINST Jack Webb, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Lowell Seifter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/21/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
NBT Bancorp Inc.	05/21/2024	Management	15	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
NBT Bancorp Inc.	05/21/2024	Management	16	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
nCino, Inc.	06/20/2024	Management	1	Elect Director Pam Kilday	For	Against	Against	Against	Votes AGAINST William Ruh are warranted for serving as a non-independent member of a key board committee. In the absence of governance committee members on ballot, votes AGAINST incumbent director nominees Pierre Naude, Pamela (Pam) Kilday, and William Ruh are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
nCino, Inc.	06/20/2024	Management	2	Elect Director Pierre Naude	For	Against	Against	Against	Votes AGAINST William Ruh are warranted for serving as a non-independent member of a key board committee. In the absence of governance committee members on ballot, votes AGAINST incumbent director nominees Pierre Naude, Pamela (Pam) Kilday, and William Ruh are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
nCino, Inc.	06/20/2024	Management	3	Elect Director William J. Ruh	For	Against	Against	Against	Votes AGAINST William Ruh are warranted for serving as a non-independent member of a key board committee. In the absence of governance committee members on ballot, votes AGAINST incumbent director nominees Pierre Naude, Pamela (Pam) Kilday, and William Ruh are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
nCino, Inc.	06/20/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
nCino, Inc.	06/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided a tax gross-up payment for the CEO's life insurance perquisite. In addition, the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
nCino, Inc.	06/20/2024	Management	6	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
nCino, Inc.	06/20/2024	Shareholder	7	Declassify the Board of Directors	Against	For	For	For	A vote FOR this proposal is warranted because the declassification would enhance board accountability.
NCR Atleos Corporation	05/21/2024	Management	1	Elect Director Odilon Almeida, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	2	Elect Director Mary Ellen Baker	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	3	Elect Director Mark W. Begor	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	4	Elect Director Michelle McKinney Frymire	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	5	Elect Director Frank A. Natoli	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	6	Elect Director Timothy (Tim) C. Oliver	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	7	Elect Director Joseph E. Reece	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	8	Elect Director Jeffrey H. von Gillern	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
NCR Atleos Corporation	05/21/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NCR Atleos Corporation	05/21/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
NCR Voyix Corporation	05/29/2024	Management	1	Elect Director James G. Kelly	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	2	Elect Director David Wilkinson	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	3	Elect Director Catherine L. Burke	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	4	Elect Director Janet Haugen	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	5	Elect Director Irv Henderson	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	6	Elect Director Kirk T. Larsen	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	7	Elect Director Laura Miller	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	8	Elect Director Kevin Reddy	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NCR Voyix Corporation	05/29/2024	Management	9	Elect Director Laura Sen	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although the new CEO's employment agreement contains a guaranteed multi-year equity award provision, this is somewhat mitigated given that the fiscal 2024 equity awards are half performance-based.
NCR Voyix Corporation	05/29/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nektar Therapeutics	06/05/2024	Management	1	Elect Director Jeff Ajer	For	For	For	For	Votes AGAINST non-independent nominees Robert (Rob) Chess and Roy Whitfield are warranted for lack of a majority independent board. Votes AGAINST Roy Whitfield are also warranted for serving as a non-independent member of a key board committee. A vote FOR Jeff Ajer is warranted.
Nektar Therapeutics	06/05/2024	Management	2	Elect Director Robert B. Chess	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Rob) Chess and Roy Whitfield are warranted for lack of a majority independent board. Votes AGAINST Roy Whitfield are also warranted for serving as a non-independent member of a key board committee. A vote FOR Jeff Ajer is warranted.
Nektar Therapeutics	06/05/2024	Management	3	Elect Director Roy A. Whitfield	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Rob) Chess and Roy Whitfield are warranted for lack of a majority independent board. Votes AGAINST Roy Whitfield are also warranted for serving as a non-independent member of a key board committee. A vote FOR Jeff Ajer is warranted.
Nektar Therapeutics	06/05/2024	Management	4	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.69 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Nektar Therapeutics	06/05/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nektar Therapeutics	06/05/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Nelnet, Inc.	05/16/2024	Management	1	Elect Director Preeta D. Bansal	For	For	For	For	A vote AGAINST non-independent nominee Michael Dunlap is warranted for lack of a majority independent board. A vote AGAINST Governance Committee member Jona Van Deun is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Michael Dunlap is warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Preeta D. Bansal is warranted.
Nelnet, Inc.	05/16/2024	Management	2	Elect Director Michael S. Dunlap	For	Against	Against	Against	A vote AGAINST non-independent nominee Michael Dunlap is warranted for lack of a majority independent board. A vote AGAINST Governance Committee member Jona Van Deun is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Michael Dunlap is warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Preeta D. Bansal is warranted.
Nelnet, Inc.	05/16/2024	Management	3	Elect Director Jona M. Van Deun	For	Against	Against	Against	A vote AGAINST non-independent nominee Michael Dunlap is warranted for lack of a majority independent board. A vote AGAINST Governance Committee member Jona Van Deun is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote AGAINST Michael Dunlap is warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Preeta D. Bansal is warranted.
Nelnet, Inc.	05/16/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nelnet, Inc.	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Nelnet, Inc.	05/16/2024	Management	6	Amend Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as the potential voting power dilution of 9.12 percent is considered reasonable.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NeoGenomics, Inc.	05/23/2024	Management	1	Elect Director Lynn A. Tetraut	For	Withhold	Withhold	Withhold	A WITHHOLD vote is warranted for incumbent compensation committee members Lynn Tetraut and Michael Kelly given the committee's failure to demonstrate sufficient responsiveness to last year's low say-on-pay vote results.A vote FOR all other director nominees is warranted.
NeoGenomics, Inc.	05/23/2024	Management	2	Elect Director Christopher M. Smith	For	For	For	For	A WITHHOLD vote is warranted for incumbent compensation committee members Lynn Tetraut and Michael Kelly given the committee's failure to demonstrate sufficient responsiveness to last year's low say-on-pay vote results.A vote FOR all other director nominees is warranted.
NeoGenomics, Inc.	05/23/2024	Management	3	Elect Director Alison L. Hannah	For	For	For	For	A WITHHOLD vote is warranted for incumbent compensation committee members Lynn Tetraut and Michael Kelly given the committee's failure to demonstrate sufficient responsiveness to last year's low say-on-pay vote results.A vote FOR all other director nominees is warranted.
NeoGenomics, Inc.	05/23/2024	Management	4	Elect Director Stephen M. Kanovsky	For	For	For	For	A WITHHOLD vote is warranted for incumbent compensation committee members Lynn Tetraut and Michael Kelly given the committee's failure to demonstrate sufficient responsiveness to last year's low say-on-pay vote results.A vote FOR all other director nominees is warranted.
NeoGenomics, Inc.	05/23/2024	Management	5	Elect Director Michael A. Kelly	For	Withhold	Withhold	Withhold	A WITHHOLD vote is warranted for incumbent compensation committee members Lynn Tetraut and Michael Kelly given the committee's failure to demonstrate sufficient responsiveness to last year's low say-on-pay vote results.A vote FOR all other director nominees is warranted.
NeoGenomics, Inc.	05/23/2024	Management	6	Elect Director David B. Perez	For	For	For	For	A WITHHOLD vote is warranted for incumbent compensation committee members Lynn Tetraut and Michael Kelly given the committee's failure to demonstrate sufficient responsiveness to last year's low say-on-pay vote results.A vote FOR all other director nominees is warranted.
NeoGenomics, Inc.	05/23/2024	Management	7	Elect Director Anthony P. Zook	For	For	For	For	A WITHHOLD vote is warranted for incumbent compensation committee members Lynn Tetraut and Michael Kelly given the committee's failure to demonstrate sufficient responsiveness to last year's low say-on-pay vote results.A vote FOR all other director nominees is warranted.
NeoGenomics, Inc.	05/23/2024	Management	8	Elect Director Elizabeth Floegel	For	For	For	For	A WITHHOLD vote is warranted for incumbent compensation committee members Lynn Tetraut and Michael Kelly given the committee's failure to demonstrate sufficient responsiveness to last year's low say-on-pay vote results.A vote FOR all other director nominees is warranted.
NeoGenomics, Inc.	05/23/2024	Management	9	Elect Director Neil Gunn	For	For	For	For	A WITHHOLD vote is warranted for incumbent compensation committee members Lynn Tetraut and Michael Kelly given the committee's failure to demonstrate sufficient responsiveness to last year's low say-on-pay vote results.A vote FOR all other director nominees is warranted.
NeoGenomics, Inc.	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.A vote AGAINST this proposal is warranted. The compensation committee did not demonstrate sufficient responsiveness to last year's low say-on-pay vote.In addition, the CEO's total pay for FY23 was relatively high, driven by an outsized total target LTI award value and a relatively high base salary, which further elevated his target and maximum bonus opportunities. Although annual incentives were predominantly based on objective financial metrics and the committee introduced performance-based LTI awards in FY23, the company failed to disclose any performance targets or specific results, hampering transparency into the incentive programs. In addition, the new performance-based RSUs are earned based on annually-measured targets, and NEOs' total LTI award mix remained majority time-based.
NeoGenomics, Inc.	05/23/2024	Management	11	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NeoGenomics, Inc.	05/23/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
NerdWallet, Inc.	05/14/2024	Management	1	Elect Director Tim Chen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominee Tim Chen due to the company's lack of a formal nominating committee, and as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a governance committee, WITHHOLD votes are warranted for incumbent director nominees Tim Chen, Jennifer Ceran, Lynne Laube, Kenneth McBride, and Maurice Taylor given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the problematic capital structure, each of which adversely impacts shareholder rights.
NerdWallet, Inc.	05/14/2024	Management	2	Elect Director Jennifer E. Ceran	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominee Tim Chen due to the company's lack of a formal nominating committee, and as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a governance committee, WITHHOLD votes are warranted for incumbent director nominees Tim Chen, Jennifer Ceran, Lynne Laube, Kenneth McBride, and Maurice Taylor given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the problematic capital structure, each of which adversely impacts shareholder rights.
NerdWallet, Inc.	05/14/2024	Management	3	Elect Director Lynne M. Laube	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominee Tim Chen due to the company's lack of a formal nominating committee, and as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a governance committee, WITHHOLD votes are warranted for incumbent director nominees Tim Chen, Jennifer Ceran, Lynne Laube, Kenneth McBride, and Maurice Taylor given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the problematic capital structure, each of which adversely impacts shareholder rights.
NerdWallet, Inc.	05/14/2024	Management	4	Elect Director Kenneth T. McBride	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominee Tim Chen due to the company's lack of a formal nominating committee, and as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a governance committee, WITHHOLD votes are warranted for incumbent director nominees Tim Chen, Jennifer Ceran, Lynne Laube, Kenneth McBride, and Maurice Taylor given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the problematic capital structure, each of which adversely impacts shareholder rights.
NerdWallet, Inc.	05/14/2024	Management	5	Elect Director Maurice Taylor	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominee Tim Chen due to the company's lack of a formal nominating committee, and as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a governance committee, WITHHOLD votes are warranted for incumbent director nominees Tim Chen, Jennifer Ceran, Lynne Laube, Kenneth McBride, and Maurice Taylor given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the problematic capital structure, each of which adversely impacts shareholder rights.
NerdWallet, Inc.	05/14/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NerdWallet, Inc.	05/14/2024	Management	7	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
NETGEAR, Inc.	05/30/2024	Management	1	Elect Director Charles (CJ) Prober	For	For	For	For	A vote FOR all director nominees is warranted.
NETGEAR, Inc.	05/30/2024	Management	2	Elect Director Sarah S. Butterfass	For	For	For	For	A vote FOR all director nominees is warranted.
NETGEAR, Inc.	05/30/2024	Management	3	Elect Director Laura J. Durr	For	For	For	For	A vote FOR all director nominees is warranted.
NETGEAR, Inc.	05/30/2024	Management	4	Elect Director Shravan K. Goli	For	For	For	For	A vote FOR all director nominees is warranted.
NETGEAR, Inc.	05/30/2024	Management	5	Elect Director Bradley L. Maiorino	For	For	For	For	A vote FOR all director nominees is warranted.
NETGEAR, Inc.	05/30/2024	Management	6	Elect Director Janice M. Roberts	For	For	For	For	A vote FOR all director nominees is warranted.
NETGEAR, Inc.	05/30/2024	Management	7	Elect Director Thomas H. Waechter	For	For	For	For	A vote FOR all director nominees is warranted.
NETGEAR, Inc.	05/30/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NETGEAR, Inc.	05/30/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. The former CEO received accelerated vesting of certain outstanding equity awards upon a retirement which was not clearly involuntary.
NetSol Technologies, Inc.	06/13/2024	Management	1	Elect Director Najeeb U. Ghauri	For	For	Against	Against	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/13/2024	Management	2	Elect Director Mark Caton	For	For	Against	Against	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/13/2024	Management	3	Elect Director Malea Farsai	For	For	Against	Against	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/13/2024	Management	4	Elect Director Michael Francis	For	For	For	For	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/13/2024	Management	5	Elect Director Syed Kausar Kazmi	For	For	For	For	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/13/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of miscellaneous perquisites to the CEO. In addition, concerns are also raised with respect to the company's lack of risk mitigating provisions.
NetSol Technologies, Inc.	06/13/2024	Management	7	Ratify Fortune CPA, Inc. as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Neuronetics, Inc.	05/30/2024	Management	1	Elect Director Robert A. Cascella	For	For	For	For	A vote FOR all director nominees is warranted.
Neuronetics, Inc.	05/30/2024	Management	2	Elect Director Sheryl L. Conley	For	For	For	For	A vote FOR all director nominees is warranted.
Neuronetics, Inc.	05/30/2024	Management	3	Elect Director Glenn P. Muir	For	For	For	For	A vote FOR all director nominees is warranted.
Neuronetics, Inc.	05/30/2024	Management	4	Elect Director Megan Rosengarten	For	For	For	For	A vote FOR all director nominees is warranted.
Neuronetics, Inc.	05/30/2024	Management	5	Elect Director Keith J. Sullivan	For	For	For	For	A vote FOR all director nominees is warranted.
Neuronetics, Inc.	05/30/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Neuronetics, Inc.	05/30/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
Neuronetics, Inc.	05/30/2024	Management	8	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Nevro Corp.	05/23/2024	Management	1	Elect Director D. Keith Grossman	For	For	For	For	A vote FOR the all director nominees is warranted.
Nevro Corp.	05/23/2024	Management	2	Elect Director Michael DeMane	For	For	For	For	A vote FOR the all director nominees is warranted.
Nevro Corp.	05/23/2024	Management	3	Elect Director Kevin Thornal	For	For	For	For	A vote FOR the all director nominees is warranted.
Nevro Corp.	05/23/2024	Management	4	Elect Director Kirt P. Karros	For	For	For	For	A vote FOR the all director nominees is warranted.
Nevro Corp.	05/23/2024	Management	5	Elect Director Sri Kosaraju	For	For	For	For	A vote FOR the all director nominees is warranted.
Nevro Corp.	05/23/2024	Management	6	Elect Director Shawn T McCormick	For	For	For	For	A vote FOR the all director nominees is warranted.
Nevro Corp.	05/23/2024	Management	7	Elect Director Kevin O'Boyle	For	For	For	For	A vote FOR the all director nominees is warranted.
Nevro Corp.	05/23/2024	Management	8	Elect Director Karen Prange	For	For	For	For	A vote FOR the all director nominees is warranted.
Nevro Corp.	05/23/2024	Management	9	Elect Director Susan Siegel	For	For	For	For	A vote FOR the all director nominees is warranted.
Nevro Corp.	05/23/2024	Management	10	Elect Director Elizabeth Weatherman	For	For	For	For	A vote FOR the all director nominees is warranted.
Nevro Corp.	05/23/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nevro Corp.	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
New Jersey Resources Corporation	01/24/2024	Management	1	Elect Director Donald L. Correll	For	For	Withhold	Withhold	WITHHOLD votes for Donald Correll are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
New Jersey Resources Corporation	01/24/2024	Management	2	Elect Director James H. DeGraffenreid, Jr.	For	For	For	For	WITHHOLD votes for Donald Correll are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
New Jersey Resources Corporation	01/24/2024	Management	3	Elect Director M. Susan Hardwick	For	For	For	For	WITHHOLD votes for Donald Correll are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
New Jersey Resources Corporation	01/24/2024	Management	4	Elect Director Peter C. Harvey	For	For	For	For	WITHHOLD votes for Donald Correll are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
New Jersey Resources Corporation	01/24/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
New Jersey Resources Corporation	01/24/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Newell Brands Inc.	05/09/2024	Management	1	Elect Director Bridget Ryan Berman	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	2	Elect Director Patrick D. Campbell	For	For	Against	Against	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	3	Elect Director James P. Keane	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	4	Elect Director Gerardo I. Lopez	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	5	Elect Director Christopher H. Peterson	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	6	Elect Director Judith A. Sprieser	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	7	Elect Director Stephanie P. Stahl	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Newell Brands Inc.	05/09/2024	Management	8	Elect Director Anthony Terry	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Newell Brands Inc.	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Newell Brands Inc.	05/09/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Newell Brands Inc.	05/09/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
NewMarket Corporation	04/25/2024	Management	1	Elect Director Mark M. Gambill	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/25/2024	Management	2	Elect Director Bruce C. Gottwald	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/25/2024	Management	3	Elect Director Thomas E. Gottwald	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/25/2024	Management	4	Elect Director H. Hiter Harris, III	For	For	For	For	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/25/2024	Management	5	Elect Director James E. Rogers	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/25/2024	Management	6	Elect Director Lilo S. Ukrop	For	For	For	For	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/25/2024	Management	7	Elect Director Ting Xu	For	For	For	For	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/25/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
NewMarket Corporation	04/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Newpark Resources, Inc.	05/16/2024	Management	1	Elect Director Matthew S. Lanigan	For	For	For	For	A vote FOR all director nominees is warranted.
Newpark Resources, Inc.	05/16/2024	Management	2	Elect Director Roderick A. Larson	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Newpark Resources, Inc.	05/16/2024	Management	3	Elect Director Michael A. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
Newpark Resources, Inc.	05/16/2024	Management	4	Elect Director Claudia M. Meer	For	For	For	For	A vote FOR all director nominees is warranted.
Newpark Resources, Inc.	05/16/2024	Management	5	Elect Director John C. Minge	For	For	For	For	A vote FOR all director nominees is warranted.
Newpark Resources, Inc.	05/16/2024	Management	6	Elect Director Rose M. Robeson	For	For	For	For	A vote FOR all director nominees is warranted.
Newpark Resources, Inc.	05/16/2024	Management	7	Elect Director Donald W. Young	For	For	For	For	A vote FOR all director nominees is warranted.
Newpark Resources, Inc.	05/16/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Newpark Resources, Inc.	05/16/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Newpark Resources, Inc.	05/16/2024	Management	10	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Nexa Resources SA	06/13/2024	Management	2	Approve Annual Accounts	For	For	For	For	A vote FOR this item is warranted due to the lack of concerns over the accounts presented and the audit procedures used.
Nexa Resources SA	06/13/2024	Management	3	Approve Consolidated Financial Statements	For	For	For	For	A vote FOR this item is warranted due to the lack of concerns over the accounts presented and the audit procedures used.
Nexa Resources SA	06/13/2024	Management	4	Approve Share Premium Reimbursement and Loss	For	For	For	For	A vote FOR is warranted. This is the request for shareholder approval of the company's allocation of income. Nexa Resources is not paying a dividend for the fiscal year 2023 because of the company's net losses. While we prefer to see income distributed to shareholders, we believe that periods of no income allocation to dividends in case of losses are in general necessary to maintain the financial health of the company. On this basis, we recommend voting in favor of this proposal.
Nexa Resources SA	06/13/2024	Management	5	Approve Discharge of Directors	For	For	For	For	A vote FOR this item is warranted given the lack of any specific concern with the board's actions over the past year. However, cautionary support is warranted as the company has failed to demonstrate good stewardship by failing to submit the remuneration to a shareholder vote. Despite not being formally required due to the company's cross market status, both in US and Luxembourg companies are required to offer shareholders a say-on-pay.
Nexa Resources SA	06/13/2024	Management	6	Reelect Jaime Ardila as Director	For	Against	Against	Against	Votes AGAINST non-independent nominees Jaime Ardila, Gianfranco Maximo Dante Castagnola Zuñiga, Luis Ermirio de Moraes, Paulo Macedo and Joao Henrique Batista de Souza Schmidt are warranted for lack of a majority independent board. Votes AGAINST Jaime Ardila and Luis Ermirio de Moraes are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jaime Ardila are warranted for serving as a non-independent board chair. Votes AGAINST Gianfranco Maximo Dante Castagnola Zuñiga are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST the election of Jaime Ardila as nomination committee member and chair of the board is warranted as a signal of concern because the board composition does not comply with minimum expectations on gender diversity. A vote FOR the remaining director nominees is warranted.
Nexa Resources SA	06/13/2024	Management	7	Reelect Gianfranco Castagnola as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Jaime Ardila, Gianfranco Maximo Dante Castagnola Zuñiga, Luis Ermirio de Moraes, Paulo Macedo and Joao Henrique Batista de Souza Schmidt are warranted for lack of a majority independent board. Votes AGAINST Jaime Ardila and Luis Ermirio de Moraes are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jaime Ardila are warranted for serving as a non-independent board chair. Votes AGAINST Gianfranco Maximo Dante Castagnola Zuñiga are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST the election of Jaime Ardila as nomination committee member and chair of the board is warranted as a signal of concern because the board composition does not comply with minimum expectations on gender diversity. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Nexa Resources SA	06/13/2024	Management	8	Reelect Daniella Elena Dimitrov as Director	For	For	For	For	Votes AGAINST non-independent nominees Jaime Ardila, Gianfranco Maximo Dante Castagnola Zuñiga, Luis Ermirio de Moraes, Paulo Macedo and Joao Henrique Batista de Souza Schmidt are warranted for lack of a majority independent board. Votes AGAINST Jaime Ardila and Luis Ermirio de Moraes are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jaime Ardila are warranted for serving as a non-independent board chair. Votes AGAINST Gianfranco Maximo Dante Castagnola Zuñiga are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST the election of Jaime Ardila as nomination committee member and chair of the board is warranted as a signal of concern because the board composition does not comply with minimum expectations on gender diversity. A vote FOR the remaining director nominees is warranted.
Nexa Resources SA	06/13/2024	Management	9	Reelect Luis Ermirio de Moraes as Director	For	Against	Against	Against	Votes AGAINST non-independent nominees Jaime Ardila, Gianfranco Maximo Dante Castagnola Zuñiga, Luis Ermirio de Moraes, Paulo Macedo and Joao Henrique Batista de Souza Schmidt are warranted for lack of a majority independent board. Votes AGAINST Jaime Ardila and Luis Ermirio de Moraes are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jaime Ardila are warranted for serving as a non-independent board chair. Votes AGAINST Gianfranco Maximo Dante Castagnola Zuñiga are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST the election of Jaime Ardila as nomination committee member and chair of the board is warranted as a signal of concern because the board composition does not comply with minimum expectations on gender diversity. A vote FOR the remaining director nominees is warranted.
Nexa Resources SA	06/13/2024	Management	10	Reelect Hilmar Rode as Director	For	For	For	For	Votes AGAINST non-independent nominees Jaime Ardila, Gianfranco Maximo Dante Castagnola Zuñiga, Luis Ermirio de Moraes, Paulo Macedo and Joao Henrique Batista de Souza Schmidt are warranted for lack of a majority independent board. Votes AGAINST Jaime Ardila and Luis Ermirio de Moraes are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jaime Ardila are warranted for serving as a non-independent board chair. Votes AGAINST Gianfranco Maximo Dante Castagnola Zuñiga are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST the election of Jaime Ardila as nomination committee member and chair of the board is warranted as a signal of concern because the board composition does not comply with minimum expectations on gender diversity. A vote FOR the remaining director nominees is warranted.
Nexa Resources SA	06/13/2024	Management	11	Reelect Edward Ruiz as Director	For	For	For	For	Votes AGAINST non-independent nominees Jaime Ardila, Gianfranco Maximo Dante Castagnola Zuñiga, Luis Ermirio de Moraes, Paulo Macedo and Joao Henrique Batista de Souza Schmidt are warranted for lack of a majority independent board. Votes AGAINST Jaime Ardila and Luis Ermirio de Moraes are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jaime Ardila are warranted for serving as a non-independent board chair. Votes AGAINST Gianfranco Maximo Dante Castagnola Zuñiga are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST the election of Jaime Ardila as nomination committee member and chair of the board is warranted as a signal of concern because the board composition does not comply with minimum expectations on gender diversity. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Nexa Resources SA	06/13/2024	Management	12	Reelect Jane Sadowsky as Director	For	For	For	For	Votes AGAINST non-independent nominees Jaime Ardila, Gianfranco Maximo Dante Castagnola Zuñiga, Luis Ermirio de Moraes, Paulo Macedo and Joao Henrique Batista de Souza Schmidt are warranted for lack of a majority independent board. Votes AGAINST Jaime Ardila and Luis Ermirio de Moraes are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jaime Ardila are warranted for serving as a non-independent board chair. Votes AGAINST Gianfranco Maximo Dante Castagnola Zuñiga are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST the election of Jaime Ardila as nomination committee member and chair of the board is warranted as a signal of concern because the board composition does not comply with minimum expectations on gender diversity. A vote FOR the remaining director nominees is warranted.
Nexa Resources SA	06/13/2024	Management	13	Reelect Joao Henrique Batista de Souza Schmidt as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Jaime Ardila, Gianfranco Maximo Dante Castagnola Zuñiga, Luis Ermirio de Moraes, Paulo Macedo and Joao Henrique Batista de Souza Schmidt are warranted for lack of a majority independent board. Votes AGAINST Jaime Ardila and Luis Ermirio de Moraes are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jaime Ardila are warranted for serving as a non-independent board chair. Votes AGAINST Gianfranco Maximo Dante Castagnola Zuñiga are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST the election of Jaime Ardila as nomination committee member and chair of the board is warranted as a signal of concern because the board composition does not comply with minimum expectations on gender diversity. A vote FOR the remaining director nominees is warranted.
Nexa Resources SA	06/13/2024	Management	14	Elect Paulo Macedo as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Jaime Ardila, Gianfranco Maximo Dante Castagnola Zuñiga, Luis Ermirio de Moraes, Paulo Macedo and Joao Henrique Batista de Souza Schmidt are warranted for lack of a majority independent board. Votes AGAINST Jaime Ardila and Luis Ermirio de Moraes are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jaime Ardila are warranted for serving as a non-independent board chair. Votes AGAINST Gianfranco Maximo Dante Castagnola Zuñiga are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST the election of Jaime Ardila as nomination committee member and chair of the board is warranted as a signal of concern because the board composition does not comply with minimum expectations on gender diversity. A vote FOR the remaining director nominees is warranted.
Nexa Resources SA	06/13/2024	Management	15	Approve Remuneration of Directors	For	For	For	For	A vote FOR this item is warranted because there is no sign of excessiveness concerning the board remuneration.
Nexa Resources SA	06/13/2024	Management	16	Appoint PricewaterhouseCoopers as Auditor	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
NextCure, Inc.	06/20/2024	Management	1	Elect Director Elaine V. Jones	For	Against	Against	Against	A vote AGAINST governance committee chair Elaine Jones is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Ellen Feigal is warranted.
NextCure, Inc.	06/20/2024	Management	2	Elect Director Ellen G. Feigal	For	For	For	For	A vote AGAINST governance committee chair Elaine Jones is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Ellen Feigal is warranted.
NextCure, Inc.	06/20/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NextCure, Inc.	06/20/2024	Management	4	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Nicholas Financial, Inc.	04/15/2024	Management	1	Change State of Incorporation from British Columbia to Delaware	For	For	For	For	Considering the somewhat balanced impact on shareholder rights, and that the board has provided a compelling rationale for the reincorporation, a vote FOR this proposal is warranted.
Nicholas Financial, Inc.	04/15/2024	Management	2	Approve Sale of Company Assets	For	For	For	For	Considering strategic rationale for the asset sale, which is expected to raise cash proceeds to fund a restructuring plan, and a potential material downside risk in the event of non-approval, a vote FOR this proposal is warranted.
NL Industries, Inc.	05/16/2024	Management	1	Elect Director Loretta J. Feehan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., and Michael (Mike) Simmons are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Cecil Moore Jr., John Harper and Meredith Mendes are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Kevin B. Kramer is warranted.
NL Industries, Inc.	05/16/2024	Management	2	Elect Director John E. Harper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., and Michael (Mike) Simmons are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Cecil Moore Jr., John Harper and Meredith Mendes are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Kevin B. Kramer is warranted.
NL Industries, Inc.	05/16/2024	Management	3	Elect Director Kevin B. Kramer	For	For	For	For	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., and Michael (Mike) Simmons are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Cecil Moore Jr., John Harper and Meredith Mendes are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Kevin B. Kramer is warranted.
NL Industries, Inc.	05/16/2024	Management	4	Elect Director Meredith W. Mendes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., and Michael (Mike) Simmons are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Cecil Moore Jr., John Harper and Meredith Mendes are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Kevin B. Kramer is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NL Industries, Inc.	05/16/2024	Management	5	Elect Director Cecil H. Moore, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., and Michael (Mike) Simmons are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Cecil Moore Jr., John Harper and Meredith Mendes are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Kevin B. Kramer is warranted.
NL Industries, Inc.	05/16/2024	Management	6	Elect Director Courtney J. Riley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., and Michael (Mike) Simmons are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Cecil Moore Jr., John Harper and Meredith Mendes are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Kevin B. Kramer is warranted.
NL Industries, Inc.	05/16/2024	Management	7	Elect Director Michael S. Simmons	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., and Michael (Mike) Simmons are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Cecil Moore Jr., John Harper and Meredith Mendes are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Kevin B. Kramer is warranted.
NL Industries, Inc.	05/16/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the company reports the allocable amount of cash compensation from the parent to each NEO, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics or factors, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.
nLIGHT, Inc.	06/06/2024	Management	1	Elect Director Douglas Carlisle	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Douglas (Doug) Carlisle are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Douglas (Doug) Carlisle and Gary Locke are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes in the governing documents, each of which adversely impacts shareholder rights. A vote FOR Bill Gossman is warranted.
nLIGHT, Inc.	06/06/2024	Management	2	Elect Director Bill Gossman	For	For	For	For	WITHHOLD votes for non-independent nominee Douglas (Doug) Carlisle are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Douglas (Doug) Carlisle and Gary Locke are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes in the governing documents, each of which adversely impacts shareholder rights. A vote FOR Bill Gossman is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
nLIGHT, Inc.	06/06/2024	Management	3	Elect Director Gary Locke	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Douglas (Doug) Carlisle are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Douglas (Doug) Carlisle and Gary Locke are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes in the governing documents, each of which adversely impacts shareholder rights. A vote FOR Bill Gossman is warranted.
nLIGHT, Inc.	06/06/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
nLIGHT, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
NMI Holdings, Inc.	05/09/2024	Management	1	Elect Director Bradley M. Shuster	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradley Shuster, Adam Pollitzer, Steven Scheid, Michael (Mike) Embler and Michael Montgomery are warranted for lack of a majority independent board. WITHHOLD votes for Steven Scheid, Michael (Mike) Embler and Michael Montgomery are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/09/2024	Management	2	Elect Director Adam S. Pollitzer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradley Shuster, Adam Pollitzer, Steven Scheid, Michael (Mike) Embler and Michael Montgomery are warranted for lack of a majority independent board. WITHHOLD votes for Steven Scheid, Michael (Mike) Embler and Michael Montgomery are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/09/2024	Management	3	Elect Director Michael Embler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradley Shuster, Adam Pollitzer, Steven Scheid, Michael (Mike) Embler and Michael Montgomery are warranted for lack of a majority independent board. WITHHOLD votes for Steven Scheid, Michael (Mike) Embler and Michael Montgomery are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/09/2024	Management	4	Elect Director John C. Erickson	For	For	For	For	WITHHOLD votes for non-independent nominees Bradley Shuster, Adam Pollitzer, Steven Scheid, Michael (Mike) Embler and Michael Montgomery are warranted for lack of a majority independent board. WITHHOLD votes for Steven Scheid, Michael (Mike) Embler and Michael Montgomery are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/09/2024	Management	5	Elect Director Priya Huskins	For	For	For	For	WITHHOLD votes for non-independent nominees Bradley Shuster, Adam Pollitzer, Steven Scheid, Michael (Mike) Embler and Michael Montgomery are warranted for lack of a majority independent board. WITHHOLD votes for Steven Scheid, Michael (Mike) Embler and Michael Montgomery are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/09/2024	Management	6	Elect Director Lynn S. McCreary	For	For	For	For	WITHHOLD votes for non-independent nominees Bradley Shuster, Adam Pollitzer, Steven Scheid, Michael (Mike) Embler and Michael Montgomery are warranted for lack of a majority independent board. WITHHOLD votes for Steven Scheid, Michael (Mike) Embler and Michael Montgomery are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/09/2024	Management	7	Elect Director Michael Montgomery	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradley Shuster, Adam Pollitzer, Steven Scheid, Michael (Mike) Embler and Michael Montgomery are warranted for lack of a majority independent board. WITHHOLD votes for Steven Scheid, Michael (Mike) Embler and Michael Montgomery are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NMI Holdings, Inc.	05/09/2024	Management	8	Elect Director Regina Muehlhauser	For	For	For	For	WITHHOLD votes for non-independent nominees Bradley Shuster, Adam Pollitzer, Steven Scheid, Michael (Mike) Embler and Michael Montgomery are warranted for lack of a majority independent board. WITHHOLD votes for Steven Scheid, Michael (Mike) Embler and Michael Montgomery are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/09/2024	Management	9	Elect Director Steven L. Scheid	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradley Shuster, Adam Pollitzer, Steven Scheid, Michael (Mike) Embler and Michael Montgomery are warranted for lack of a majority independent board. WITHHOLD votes for Steven Scheid, Michael (Mike) Embler and Michael Montgomery are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
NMI Holdings, Inc.	05/09/2024	Management	11	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NMI Holdings, Inc.	05/09/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Noodles & Company	05/15/2024	Management	1	Elect Director Jeff Jones	For	For	For	For	A vote FOR all director nominees is warranted.
Noodles & Company	05/15/2024	Management	2	Elect Director Drew Madsen	For	For	For	For	A vote FOR all director nominees is warranted.
Noodles & Company	05/15/2024	Management	3	Elect Director Shawn Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
Noodles & Company	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Noodles & Company	05/15/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Noodles & Company	05/15/2024	Shareholder	6	Disclose GHG Emissions Reductions Targets	Against	For	For	For	A vote FOR this proposal is warranted as capturing and reporting greenhouse gas (GHG) emissions data would allow shareholders to better evaluate the company's efforts to address risks related to climate change.
NorthEast Community Bancorp, Inc.	05/23/2024	Management	1	Elect Director Diane B. Cavanaugh	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Diane Cavanaugh, Charles Martinek and Kenneth Thomas are warranted for lack of a majority independent board. WITHHOLD votes for Diane Cavanaugh and Kenneth Thomas are also warranted for serving as non-independent members of a key board committee.
NorthEast Community Bancorp, Inc.	05/23/2024	Management	2	Elect Director Charles A. Martinek	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Diane Cavanaugh, Charles Martinek and Kenneth Thomas are warranted for lack of a majority independent board. WITHHOLD votes for Diane Cavanaugh and Kenneth Thomas are also warranted for serving as non-independent members of a key board committee.
NorthEast Community Bancorp, Inc.	05/23/2024	Management	3	Elect Director Kenneth H. Thomas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Diane Cavanaugh, Charles Martinek and Kenneth Thomas are warranted for lack of a majority independent board. WITHHOLD votes for Diane Cavanaugh and Kenneth Thomas are also warranted for serving as non-independent members of a key board committee.
NorthEast Community Bancorp, Inc.	05/23/2024	Management	4	Ratify S.R. Snodgrass, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Northern Oil and Gas, Inc.	05/23/2024	Management	1	Elect Director Bahram Akradi	For	For	For	For	WITHHOLD votes for Lisa Bromiley and Jack King are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Oil and Gas, Inc.	05/23/2024	Management	2	Elect Director Lisa Bromiley	For	For	Withhold	Withhold	WITHHOLD votes for Lisa Bromiley and Jack King are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Oil and Gas, Inc.	05/23/2024	Management	3	Elect Director Roy "Ernie" Easley	For	For	For	For	WITHHOLD votes for Lisa Bromiley and Jack King are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Northern Oil and Gas, Inc.	05/23/2024	Management	4	Elect Director Michael Frantz	For	For	For	For	WITHHOLD votes for Lisa Bromiley and Jack King are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Oil and Gas, Inc.	05/23/2024	Management	5	Elect Director William Kimble	For	For	For	For	WITHHOLD votes for Lisa Bromiley and Jack King are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Oil and Gas, Inc.	05/23/2024	Management	6	Elect Director Jack King	For	For	Withhold	Withhold	WITHHOLD votes for Lisa Bromiley and Jack King are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Oil and Gas, Inc.	05/23/2024	Management	7	Elect Director Stuart Lasher	For	For	For	For	WITHHOLD votes for Lisa Bromiley and Jack King are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Oil and Gas, Inc.	05/23/2024	Management	8	Elect Director Jennifer Pomerantz	For	For	For	For	WITHHOLD votes for Lisa Bromiley and Jack King are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Oil and Gas, Inc.	05/23/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Northern Oil and Gas, Inc.	05/23/2024	Management	10	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized shares of common stock is reasonable, and there are no substantial concerns about the company's past use of shares.
Northern Oil and Gas, Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Several special equity awards drove CEO pay to more than double the peer median for the year in review. While the majority of the special grants were performance-based, a sizable portion was time-vesting and the proxy does not indicate that these grants were meant to cover multiple years of equity. Moreover, a portion of the company's equity awards are based on the committee's discretionary assessment of performance, with limited disclosure of the considerations.
Northfield Bancorp, Inc.	05/22/2024	Management	1	Elect Director Timothy C. Harrison	For	For	For	For	A vote FOR all director nominees is warranted.
Northfield Bancorp, Inc.	05/22/2024	Management	2	Elect Director Karen J. Kessler	For	For	For	For	A vote FOR all director nominees is warranted.
Northfield Bancorp, Inc.	05/22/2024	Management	3	Elect Director Rachana A. Kulkarni	For	For	For	For	A vote FOR all director nominees is warranted.
Northfield Bancorp, Inc.	05/22/2024	Management	4	Elect Director Patrick L. Ryan	For	For	For	For	A vote FOR all director nominees is warranted.
Northfield Bancorp, Inc.	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Northfield Bancorp, Inc.	05/22/2024	Management	6	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Northrim BanCorp, Inc.	05/23/2024	Management	1	Elect Director Anthony J. Drabek	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, Michael Huston, John Swalling, Anthony Drabek, David McCambridge, and Aaron Schutt are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, Anthony Drabek, and David McCambridge are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/23/2024	Management	2	Elect Director Karl L. Hanneman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, Michael Huston, John Swalling, Anthony Drabek, David McCambridge, and Aaron Schutt are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, Anthony Drabek, and David McCambridge are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Northrim BanCorp, Inc.	05/23/2024	Management	3	Elect Director Michael G. Huston	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, Michael Huston, John Swalling, Anthony Drabek, David McCambridge, and Aaron Schutt are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, Anthony Drabek, and David McCambridge are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/23/2024	Management	4	Elect Director David W. Karp	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, Michael Huston, John Swalling, Anthony Drabek, David McCambridge, and Aaron Schutt are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, Anthony Drabek, and David McCambridge are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/23/2024	Management	5	Elect Director Joseph P. Marushack	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, Michael Huston, John Swalling, Anthony Drabek, David McCambridge, and Aaron Schutt are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, Anthony Drabek, and David McCambridge are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/23/2024	Management	6	Elect Director David J. McCambridge	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, Michael Huston, John Swalling, Anthony Drabek, David McCambridge, and Aaron Schutt are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, Anthony Drabek, and David McCambridge are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/23/2024	Management	7	Elect Director Krystal M. Nelson	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, Michael Huston, John Swalling, Anthony Drabek, David McCambridge, and Aaron Schutt are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, Anthony Drabek, and David McCambridge are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/23/2024	Management	8	Elect Director Marilyn F. Romano	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, Michael Huston, John Swalling, Anthony Drabek, David McCambridge, and Aaron Schutt are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, Anthony Drabek, and David McCambridge are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Northrim BanCorp, Inc.	05/23/2024	Management	9	Elect Director Joseph M. Schierhorn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, Michael Huston, John Swalling, Anthony Drabek, David McCambridge, and Aaron Schutt are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, Anthony Drabek, and David McCambridge are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/23/2024	Management	10	Elect Director Aaron M. Schutt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, Michael Huston, John Swalling, Anthony Drabek, David McCambridge, and Aaron Schutt are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, Anthony Drabek, and David McCambridge are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/23/2024	Management	11	Elect Director John C. Swalling	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, Michael Huston, John Swalling, Anthony Drabek, David McCambridge, and Aaron Schutt are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, Anthony Drabek, and David McCambridge are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/23/2024	Management	12	Elect Director Linda C. Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, Michael Huston, John Swalling, Anthony Drabek, David McCambridge, and Aaron Schutt are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, Anthony Drabek, and David McCambridge are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Northrim BanCorp, Inc.	05/23/2024	Management	14	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Northwest Bancshares, Inc.	04/18/2024	Management	1	Elect Director Deborah J. Chadsey	For	For	Withhold	Withhold	WITHHOLD votes for Deborah Chadsey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Northwest Bancshares, Inc.	04/18/2024	Management	2	Elect Director Wilbur R. Davis	For	For	For	For	WITHHOLD votes for Deborah Chadsey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Northwest Bancshares, Inc.	04/18/2024	Management	3	Elect Director Timothy M. Hunter	For	For	For	For	WITHHOLD votes for Deborah Chadsey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Northwest Bancshares, Inc.	04/18/2024	Management	4	Elect Director David M. Tullio	For	For	For	For	WITHHOLD votes for Deborah Chadsey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Northwest Bancshares, Inc.	04/18/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Northwest Bancshares, Inc.	04/18/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Northwest Natural Holding Company	05/23/2024	Management	1	Elect Director Timothy P. Boyle	For	For	For	For	A vote FOR all director nominees is warranted.
Northwest Natural Holding Company	05/23/2024	Management	2	Elect Director Monica Enand	For	For	For	For	A vote FOR all director nominees is warranted.
Northwest Natural Holding Company	05/23/2024	Management	3	Elect Director Dave McCurdy	For	For	For	For	A vote FOR all director nominees is warranted.
Northwest Natural Holding Company	05/23/2024	Management	4	Elect Director Malia H. Wasson	For	For	For	For	A vote FOR all director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Northwest Natural Holding Company	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Northwest Natural Holding Company	05/23/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Northwest Pipe Company	06/13/2024	Management	1	Elect Director Amanda Julian	For	For	For	For	WITHHOLD votes for Richard Roman and Keith Larson are warranted for serving as non-independent members of a key board committee. A vote FOR Amanda Julian is warranted.
Northwest Pipe Company	06/13/2024	Management	2	Elect Director Keith Larson	For	For	Withhold	Withhold	WITHHOLD votes for Richard Roman and Keith Larson are warranted for serving as non-independent members of a key board committee. A vote FOR Amanda Julian is warranted.
Northwest Pipe Company	06/13/2024	Management	3	Elect Director Richard Roman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Richard Roman and Keith Larson are warranted for serving as non-independent members of a key board committee. A vote FOR Amanda Julian is warranted.
Northwest Pipe Company	06/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Northwest Pipe Company	06/13/2024	Management	5	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NorthWestern Energy Group, Inc.	04/26/2024	Management	1	Elect Director Brian Bird	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Energy Group, Inc.	04/26/2024	Management	2	Elect Director Anthony Clark	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Energy Group, Inc.	04/26/2024	Management	3	Elect Director Sherina Edwards	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Energy Group, Inc.	04/26/2024	Management	4	Elect Director Jan Horsfall	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Energy Group, Inc.	04/26/2024	Management	5	Elect Director Britt Ide	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Energy Group, Inc.	04/26/2024	Management	6	Elect Director Kent Larson	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Energy Group, Inc.	04/26/2024	Management	7	Elect Director Linda Sullivan	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Energy Group, Inc.	04/26/2024	Management	8	Elect Director Mahvash Yazdi	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Energy Group, Inc.	04/26/2024	Management	9	Elect Director Jeffrey Yingling	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Energy Group, Inc.	04/26/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NorthWestern Energy Group, Inc.	04/26/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Norwegian Cruise Line Holdings Ltd.	06/13/2024	Management	1	Elect Director Stella David	For	For	For	For	A vote FOR the director nominees is warranted.
Norwegian Cruise Line Holdings Ltd.	06/13/2024	Management	2	Elect Director Mary E. Landry	For	For	For	For	A vote FOR the director nominees is warranted.
Norwegian Cruise Line Holdings Ltd.	06/13/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Norwegian Cruise Line Holdings Ltd.	06/13/2024	Management	4	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Norwegian Cruise Line Holdings Ltd.	06/13/2024	Management	5	Approve PricewaterhouseCoopers LLP Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Norwood Financial Corp.	04/23/2024	Management	1	Elect Director James O. Donnelly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lewis Critelli and James Donnelly are warranted for lack of a majority independent board. WITHHOLD votes are further warranted for board chair Lewis Critelli for lack of racial and/or ethnic diversity on the board. A vote FOR Meg L. Hungerford is warranted.
Norwood Financial Corp.	04/23/2024	Management	2	Elect Director Lewis J. Critelli	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lewis Critelli and James Donnelly are warranted for lack of a majority independent board. WITHHOLD votes are further warranted for board chair Lewis Critelli for lack of racial and/or ethnic diversity on the board. A vote FOR Meg L. Hungerford is warranted.
Norwood Financial Corp.	04/23/2024	Management	3	Elect Director Meg L. Hungerford	For	For	For	For	WITHHOLD votes for non-independent nominees Lewis Critelli and James Donnelly are warranted for lack of a majority independent board. WITHHOLD votes are further warranted for board chair Lewis Critelli for lack of racial and/or ethnic diversity on the board. A vote FOR Meg L. Hungerford is warranted.
Norwood Financial Corp.	04/23/2024	Management	4	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Norwood Financial Corp.	04/23/2024	Management	5	Ratify S.R. Snodgrass, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NOV Inc.	05/15/2024	Management	1	Elect Director Clay C. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	2	Elect Director Greg L. Armstrong	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	3	Elect Director Marcela E. Donadio	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	4	Elect Director Ben A. Guill	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	5	Elect Director David D. Harrison	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	6	Elect Director Patricia Martinez	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	7	Elect Director Eric L. Mattson	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	8	Elect Director Patricia B. Melcher	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	9	Elect Director William R. Thomas	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NOV Inc.	05/15/2024	Management	10	Elect Director Robert S. Welborn	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NOV Inc.	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Nu Skin Enterprises, Inc.	06/05/2024	Management	1	Elect Director Emma S. Battle	For	For	For	For	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/05/2024	Management	2	Elect Director Daniel W. Campbell	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/05/2024	Management	3	Elect Director Steven J. Lund	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/05/2024	Management	4	Elect Director Ryan S. Napierski	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/05/2024	Management	5	Elect Director Laura Nathanson	For	For	For	For	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/05/2024	Management	6	Elect Director Thomas R. Pisano	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/05/2024	Management	7	Elect Director Zheqing (Simon) Shen	For	For	For	For	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/05/2024	Management	8	Elect Director Edwina D. Woodbury	For	For	For	For	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/05/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Nu Skin Enterprises, Inc.	06/05/2024	Management	10	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Nu Skin Enterprises, Inc.	06/05/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nuvalent, Inc.	06/12/2024	Management	1	Elect Director Emily Drabant Conley	For	For	For	For	WITHHOLD votes for Sapna Srivastava are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee member Cameron Wheeler given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Emily Conley is warranted.
Nuvalent, Inc.	06/12/2024	Management	2	Elect Director Sapna Srivastava	For	For	Withhold	Withhold	WITHHOLD votes for Sapna Srivastava are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee member Cameron Wheeler given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Emily Conley is warranted.
Nuvalent, Inc.	06/12/2024	Management	3	Elect Director Cameron A. Wheeler	For	Withhold	Withhold	Withhold	WITHHOLD votes for Sapna Srivastava are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee member Cameron Wheeler given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Emily Conley is warranted.
Nuvalent, Inc.	06/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Nuvalent, Inc.	06/12/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Nuvalent, Inc.	06/12/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
NV5 Global, Inc.	06/18/2024	Management	1	Elect Director Dickerson Wright	For	For	For	For	WITHHOLD votes for William Pruitt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/18/2024	Management	2	Elect Director Richard Tong	For	For	For	For	WITHHOLD votes for William Pruitt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/18/2024	Management	3	Elect Director MaryJo E. O'Brien	For	For	For	For	WITHHOLD votes for William Pruitt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/18/2024	Management	4	Elect Director William D. Pruitt	For	For	Withhold	Withhold	WITHHOLD votes for William Pruitt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/18/2024	Management	5	Elect Director Francois Tardan	For	For	For	For	WITHHOLD votes for William Pruitt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/18/2024	Management	6	Elect Director Denise Dickins	For	For	For	For	WITHHOLD votes for William Pruitt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/18/2024	Management	7	Elect Director Brian C. Freckmann	For	For	For	For	WITHHOLD votes for William Pruitt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/18/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NV5 Global, Inc.	06/18/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
NV5 Global, Inc.	06/18/2024	Management	10	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Oak Valley Bancorp	06/18/2024	Management	1	Elect Director Donald L. Barton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Donald Barton, Thomas Haidlen, Daniel Leonard and Richard McCarty are warranted for lack of a majority independent board. WITHHOLD votes for Donald Barton and Daniel Leonard are also warranted for serving as non-independent members of a key board committee.
Oak Valley Bancorp	06/18/2024	Management	2	Elect Director Thomas A. Haidlen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Donald Barton, Thomas Haidlen, Daniel Leonard and Richard McCarty are warranted for lack of a majority independent board. WITHHOLD votes for Donald Barton and Daniel Leonard are also warranted for serving as non-independent members of a key board committee.
Oak Valley Bancorp	06/18/2024	Management	3	Elect Director Daniel J. Leonard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Donald Barton, Thomas Haidlen, Daniel Leonard and Richard McCarty are warranted for lack of a majority independent board. WITHHOLD votes for Donald Barton and Daniel Leonard are also warranted for serving as non-independent members of a key board committee.
Oak Valley Bancorp	06/18/2024	Management	4	Elect Director Richard A. McCarty	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Donald Barton, Thomas Haidlen, Daniel Leonard and Richard McCarty are warranted for lack of a majority independent board. WITHHOLD votes for Donald Barton and Daniel Leonard are also warranted for serving as non-independent members of a key board committee.
Oak Valley Bancorp	06/18/2024	Management	5	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Oceaneering International, Inc.	05/10/2024	Management	1	Elect Director Karen H. Beachy	For	For	For	For	A vote FOR all director nominees is warranted.
Oceaneering International, Inc.	05/10/2024	Management	2	Elect Director Deanna L. Goodwin	For	For	For	For	A vote FOR all director nominees is warranted.
Oceaneering International, Inc.	05/10/2024	Management	3	Elect Director Steven A. Webster	For	For	For	For	A vote FOR all director nominees is warranted.
Oceaneering International, Inc.	05/10/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Oceaneering International, Inc.	05/10/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OceanFirst Financial Corp.	05/21/2024	Management	1	Elect Director John F. Barros	For	For	For	For	A vote FOR the director nominees is warranted.
OceanFirst Financial Corp.	05/21/2024	Management	2	Elect Director Anthony R. Coscia	For	For	For	For	A vote FOR the director nominees is warranted.
OceanFirst Financial Corp.	05/21/2024	Management	3	Elect Director Jack M. Farris	For	For	For	For	A vote FOR the director nominees is warranted.
OceanFirst Financial Corp.	05/21/2024	Management	4	Elect Director Robert C. Garrett	For	For	For	For	A vote FOR the director nominees is warranted.
OceanFirst Financial Corp.	05/21/2024	Management	5	Elect Director Kimberly M. Guadagno	For	For	For	For	A vote FOR the director nominees is warranted.
OceanFirst Financial Corp.	05/21/2024	Management	6	Elect Director Nicos Katsoulis	For	For	For	For	A vote FOR the director nominees is warranted.
OceanFirst Financial Corp.	05/21/2024	Management	7	Elect Director Joseph J. Lebel, III	For	For	For	For	A vote FOR the director nominees is warranted.
OceanFirst Financial Corp.	05/21/2024	Management	8	Elect Director Christopher D. Maher	For	For	For	For	A vote FOR the director nominees is warranted.
OceanFirst Financial Corp.	05/21/2024	Management	9	Elect Director Joseph M. Murphy, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
OceanFirst Financial Corp.	05/21/2024	Management	10	Elect Director Steven M. Scopellite	For	For	For	For	A vote FOR the director nominees is warranted.
OceanFirst Financial Corp.	05/21/2024	Management	11	Elect Director Grace C. Torres	For	For	For	For	A vote FOR the director nominees is warranted.
OceanFirst Financial Corp.	05/21/2024	Management	12	Elect Director Patricia L. Turner	For	For	For	For	A vote FOR the director nominees is warranted.
OceanFirst Financial Corp.	05/21/2024	Management	13	Elect Director Dalila Wilson-Scott	For	For	For	For	A vote FOR the director nominees is warranted.
OceanFirst Financial Corp.	05/21/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
OceanFirst Financial Corp.	05/21/2024	Management	15	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ocwen Financial Corporation	05/28/2024	Management	1	Elect Director Glen A. Messina	For	For	For	For	A vote FOR the director nominees is warranted.
Ocwen Financial Corporation	05/28/2024	Management	2	Elect Director Alan J. Bowers	For	For	For	For	A vote FOR the director nominees is warranted.
Ocwen Financial Corporation	05/28/2024	Management	3	Elect Director Jenne K. Britell	For	For	For	For	A vote FOR the director nominees is warranted.
Ocwen Financial Corporation	05/28/2024	Management	4	Elect Director Jacques J. Busquet	For	For	For	For	A vote FOR the director nominees is warranted.
Ocwen Financial Corporation	05/28/2024	Management	5	Elect Director Claudia J. Merkle	For	For	For	For	A vote FOR the director nominees is warranted.
Ocwen Financial Corporation	05/28/2024	Management	6	Elect Director DeForest B. Soaries	For	For	For	For	A vote FOR the director nominees is warranted.
Ocwen Financial Corporation	05/28/2024	Management	7	Elect Director Kevin Stein	For	For	For	For	A vote FOR the director nominees is warranted.
Ocwen Financial Corporation	05/28/2024	Management	8	Change Company Name to Onity Group Inc.	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
Ocwen Financial Corporation	05/28/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ocwen Financial Corporation	05/28/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Ocwen Financial Corporation	05/28/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
OFG Bancorp	05/08/2024	Management	1	Elect Director Jorge Colon-Gerena	For	For	For	For	Votes FOR the director nominees are warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
OFG Bancorp	05/08/2024	Management	2	Elect Director Nestor de Jesus	For	For	For	For	Votes FOR the director nominees are warranted.
OFG Bancorp	05/08/2024	Management	3	Elect Director Annette Franqui	For	For	For	For	Votes FOR the director nominees are warranted.
OFG Bancorp	05/08/2024	Management	4	Elect Director Susan Harnett	For	For	For	For	Votes FOR the director nominees are warranted.
OFG Bancorp	05/08/2024	Management	5	Elect Director Jose Rafael Fernandez	For	For	For	For	Votes FOR the director nominees are warranted.
OFG Bancorp	05/08/2024	Management	6	Elect Director Angel Vazquez	For	For	For	For	Votes FOR the director nominees are warranted.
OFG Bancorp	05/08/2024	Management	7	Elect Director Rafael Velez	For	For	For	For	Votes FOR the director nominees are warranted.
OFG Bancorp	05/08/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
OFG Bancorp	05/08/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OGE Energy Corp.	05/16/2024	Management	1	Elect Director Frank A. Bozich	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	2	Elect Director Peter D. Clarke	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	3	Elect Director Cathy R. Gates	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	4	Elect Director David L. Hauser	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	5	Elect Director Luther (Luke) C. Kissam, IV	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	6	Elect Director Judy R. McReynolds	For	For	Against	Against	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	7	Elect Director David E. Rainbolt	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	8	Elect Director J. Michael Sanner	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	9	Elect Director Sheila G. Talton	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	10	Elect Director Sean Trauschke	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OGE Energy Corp.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
OGE Energy Corp.	05/16/2024	Shareholder	13	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement enhances shareholder rights.
O-I Glass, Inc.	05/15/2024	Management	1	Elect Director Samuel R. Chapin	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/15/2024	Management	2	Elect Director David V. Clark, II	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/15/2024	Management	3	Elect Director Eric J. Foss	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/15/2024	Management	4	Elect Director Gordon J. Hardie	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/15/2024	Management	5	Elect Director John Humphrey	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/15/2024	Management	6	Elect Director Alan J. Murray	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/15/2024	Management	7	Elect Director Hari N. Nair	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/15/2024	Management	8	Elect Director Cheri Phyfer	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/15/2024	Management	9	Elect Director Catherine I. Slater	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/15/2024	Management	10	Elect Director Carol A. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/15/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
O-I Glass, Inc.	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Oil States International, Inc.	05/07/2024	Management	1	Elect Director Denise Castillo-Rhodes	For	For	For	For	A vote FOR all director nominees is warranted.
Oil States International, Inc.	05/07/2024	Management	2	Elect Director E. Joseph Wright	For	For	For	For	A vote FOR all director nominees is warranted.
Oil States International, Inc.	05/07/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Oil States International, Inc.	05/07/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Old National Bancorp	05/15/2024	Management	1	Elect Director Barbara A. Boige grain	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	2	Elect Director Thomas L. Brown	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	3	Elect Director Kathryn J. Hayley	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	4	Elect Director Peter J. Henseler	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	5	Elect Director Daniel S. Hermann	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	6	Elect Director Ryan C. Kitchell	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	7	Elect Director Austin M. Ramirez	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	8	Elect Director Ellen A. Rudnick	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	9	Elect Director James C. Ryan, III	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	10	Elect Director Thomas E. Salmon	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	11	Elect Director Rebecca S. Skillman	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	12	Elect Director Michael J. Small	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	13	Elect Director Derrick J. Stewart	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	14	Elect Director Stephen C. Van Arsdell	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	15	Elect Director Katherine E. White	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/15/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Old National Bancorp	05/15/2024	Management	17	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Old Republic International Corporation	05/23/2024	Management	1	Elect Director Michael D. Kennedy	For	For	For	For	Votes AGAINST Steven Walker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/23/2024	Management	2	Elect Director Spencer LeRoy, III	For	For	For	For	Votes AGAINST Steven Walker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/23/2024	Management	3	Elect Director Peter B. McNitt	For	For	For	For	Votes AGAINST Steven Walker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/23/2024	Management	4	Elect Director J. Eric Smith	For	For	For	For	Votes AGAINST Steven Walker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/23/2024	Management	5	Elect Director Steven R. Walker	For	For	Against	Against	Votes AGAINST Steven Walker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/23/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Old Republic International Corporation	05/23/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Old Second Bancorp, Inc.	05/21/2024	Management	1	Elect Director James Eccher	For	For	Against	Against	Votes AGAINST non-independent nominees James Eccher and Barry Finn are warranted for lack of a majority independent board. Votes AGAINST Barry Finn are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Second Bancorp, Inc.	05/21/2024	Management	2	Elect Director Barry Finn	For	For	Against	Against	Votes AGAINST non-independent nominees James Eccher and Barry Finn are warranted for lack of a majority independent board. Votes AGAINST Barry Finn are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Second Bancorp, Inc.	05/21/2024	Management	3	Elect Director Dennis Klaeser	For	For	For	For	Votes AGAINST non-independent nominees James Eccher and Barry Finn are warranted for lack of a majority independent board. Votes AGAINST Barry Finn are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Second Bancorp, Inc.	05/21/2024	Management	4	Elect Director Hugh McLean	For	For	For	For	Votes AGAINST non-independent nominees James Eccher and Barry Finn are warranted for lack of a majority independent board. Votes AGAINST Barry Finn are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Second Bancorp, Inc.	05/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Old Second Bancorp, Inc.	05/21/2024	Management	6	Ratify Plante & Moran, PLLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Olema Pharmaceuticals, Inc.	06/13/2024	Management	1	Elect Director Ian Clark	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Ian Clark for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee members Ian Clark and Sandra Horning given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR Gorjan Hrustanovic is warranted.
Olema Pharmaceuticals, Inc.	06/13/2024	Management	2	Elect Director Sandra J. Horning	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Ian Clark for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee members Ian Clark and Sandra Horning given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR Gorjan Hrustanovic is warranted.
Olema Pharmaceuticals, Inc.	06/13/2024	Management	3	Elect Director Gorjan Hrustanovic	For	For	For	For	WITHHOLD votes are warranted for Ian Clark for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee members Ian Clark and Sandra Horning given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR Gorjan Hrustanovic is warranted.
Olema Pharmaceuticals, Inc.	06/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Olema Pharmaceuticals, Inc.	06/13/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	1	Elect Director Alissa Ahlman	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	2	Elect Director Mary Baglivo	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	3	Elect Director Robert Fisch	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	4	Elect Director Stanley Fleishman	For	For	Against	Against	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	5	Elect Director Thomas Hendrickson	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	6	Elect Director Abid Rizvi	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	7	Elect Director John Swygert	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	8	Elect Director Stephen White	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	9	Elect Director Richard Zannino	For	For	Against	Against	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	11	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Olo Inc.	06/20/2024	Management	1	Elect Director Brandon W. Gardner	For	For	For	For	WITHHOLD votes for David Frankel are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for incumbent Governance Committee member David Frankel given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Olo Inc.	06/20/2024	Management	2	Elect Director David Frankel	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Frankel are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for incumbent Governance Committee member David Frankel given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Olo Inc.	06/20/2024	Management	3	Elect Director Zuhairah Washington	For	For	For	For	WITHHOLD votes for David Frankel are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for incumbent Governance Committee member David Frankel given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Olo Inc.	06/20/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Olo Inc.	06/20/2024	Management	5	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Additionally, the decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability to public shareholders.
Olo Inc.	06/20/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Olympic Steel, Inc.	05/03/2024	Management	1	Elect Director David A. Wolfort	For	For	Against	Against	Votes AGAINST non-independent nominees Dirk Kempthorne and David Wolfort are warranted for lack of a majority independent board. Votes AGAINST Dirk Kempthorne are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olympic Steel, Inc.	05/03/2024	Management	2	Elect Director Dirk A. Kempthorne	For	For	Against	Against	Votes AGAINST non-independent nominees Dirk Kempthorne and David Wolfort are warranted for lack of a majority independent board. Votes AGAINST Dirk Kempthorne are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olympic Steel, Inc.	05/03/2024	Management	3	Elect Director Idalene F. Kesner	For	For	For	For	Votes AGAINST non-independent nominees Dirk Kempthorne and David Wolfort are warranted for lack of a majority independent board. Votes AGAINST Dirk Kempthorne are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Olympic Steel, Inc.	05/03/2024	Management	4	Elect Director Richard P. Stovsky	For	For	For	For	Votes AGAINST non-independent nominees Dirk Kempthorne and David Wolfport are warranted for lack of a majority independent board. Votes AGAINST Dirk Kempthorne are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olympic Steel, Inc.	05/03/2024	Management	5	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Olympic Steel, Inc.	05/03/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Omega Flex, Inc.	06/13/2024	Management	1	Elect Director Stewart B. Reed	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Evans and Stewart Reed are warranted for lack of a majority independent board. WITHHOLD votes for David Evans and Stewart Reed are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee members David Evans and Stewart Reed are further warranted for failing to establish gender and racial/ethnic diversity on the board.
Omega Flex, Inc.	06/13/2024	Management	2	Elect Director David K. Evans	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Evans and Stewart Reed are warranted for lack of a majority independent board. WITHHOLD votes for David Evans and Stewart Reed are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee members David Evans and Stewart Reed are further warranted for failing to establish gender and racial/ethnic diversity on the board.
Omega Flex, Inc.	06/13/2024	Management	3	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OmniAb, Inc.	06/18/2024	Management	1	Elect Director Sarah Boyce	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominee Sarah Boyce given that the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for director nominee Sarah Boyce for failing to establish racial/ethnic diversity on the board. A vote FOR director nominee Steven (Steve) Love is warranted.
OmniAb, Inc.	06/18/2024	Management	2	Elect Director Steve Love	For	For	For	For	WITHHOLD votes are warranted for director nominee Sarah Boyce given that the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for director nominee Sarah Boyce for failing to establish racial/ethnic diversity on the board. A vote FOR director nominee Steven (Steve) Love is warranted.
OmniAb, Inc.	06/18/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Omnicell, Inc.	05/21/2024	Management	1	Elect Director Randall A. Lipps	For	For	For	For	WITHHOLD votes for Mark Parrish are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Omnicell, Inc.	05/21/2024	Management	2	Elect Director Mark W. Parrish	For	For	Withhold	Withhold	WITHHOLD votes for Mark Parrish are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Omnicell, Inc.	05/21/2024	Management	3	Elect Director Kaushik "Bobby" Ghoshal	For	For	For	For	WITHHOLD votes for Mark Parrish are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Omnicell, Inc.	05/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Omnicell, Inc.	05/21/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Omnicell, Inc.	05/21/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ON24, Inc.	06/21/2024	Management	1	Elect Director Anil Arora	For	For	For	For	WITHHOLD votes for Dominique Trempont are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee chair Dominique Trempont are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
ON24, Inc.	06/21/2024	Management	2	Elect Director Sharat Sharan	For	For	For	For	WITHHOLD votes for Dominique Trempont are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee chair Dominique Trempont are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
ON24, Inc.	06/21/2024	Management	3	Elect Director Dominique Trempont	For	Withhold	Withhold	Withhold	WITHHOLD votes for Dominique Trempont are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee chair Dominique Trempont are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
ON24, Inc.	06/21/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ONE Gas, Inc.	05/23/2024	Management	1	Elect Director John W. Gibson	For	For	For	For	A vote FOR the director nominees is warranted.
ONE Gas, Inc.	05/23/2024	Management	2	Elect Director Tracy E. Hart	For	For	For	For	A vote FOR the director nominees is warranted.
ONE Gas, Inc.	05/23/2024	Management	3	Elect Director Deborah A. P. Hersman	For	For	For	For	A vote FOR the director nominees is warranted.
ONE Gas, Inc.	05/23/2024	Management	4	Elect Director Michael G. Hutchinson	For	For	For	For	A vote FOR the director nominees is warranted.
ONE Gas, Inc.	05/23/2024	Management	5	Elect Director Robert S. McAnnally	For	For	For	For	A vote FOR the director nominees is warranted.
ONE Gas, Inc.	05/23/2024	Management	6	Elect Director Pattye L. Moore	For	For	For	For	A vote FOR the director nominees is warranted.
ONE Gas, Inc.	05/23/2024	Management	7	Elect Director Eduardo A. Rodriguez	For	For	For	For	A vote FOR the director nominees is warranted.
ONE Gas, Inc.	05/23/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ONE Gas, Inc.	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
OneMain Holdings, Inc.	06/12/2024	Management	1	Elect Director Philip L. Bronner	For	Against	Against	Against	Votes AGAINST board members Douglas (Doug) Shulman, Philip Bronner, and Toos Daruvala are warranted, in the absence of a say-on-pay proposal and compensation committee members on ballot, due to an unmitigated pay-for-performance misalignment.
OneMain Holdings, Inc.	06/12/2024	Management	2	Elect Director Toos N. Daruvala	For	Against	Against	Against	Votes AGAINST board members Douglas (Doug) Shulman, Philip Bronner, and Toos Daruvala are warranted, in the absence of a say-on-pay proposal and compensation committee members on ballot, due to an unmitigated pay-for-performance misalignment.
OneMain Holdings, Inc.	06/12/2024	Management	3	Elect Director Douglas H. Shulman	For	Against	Against	Against	Votes AGAINST board members Douglas (Doug) Shulman, Philip Bronner, and Toos Daruvala are warranted, in the absence of a say-on-pay proposal and compensation committee members on ballot, due to an unmitigated pay-for-performance misalignment.
OneMain Holdings, Inc.	06/12/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OneSpan Inc.	06/07/2024	Management	1	Elect Director Marc Boroditsky	For	For	For	For	A vote FOR all director nominees is warranted.
OneSpan Inc.	06/07/2024	Management	2	Elect Director Garry Capers	For	For	For	For	A vote FOR all director nominees is warranted.
OneSpan Inc.	06/07/2024	Management	3	Elect Director Sarika Garg	For	For	For	For	A vote FOR all director nominees is warranted.
OneSpan Inc.	06/07/2024	Management	4	Elect Director Marianne Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
OneSpan Inc.	06/07/2024	Management	5	Elect Director Michael McConnell	For	For	For	For	A vote FOR all director nominees is warranted.
OneSpan Inc.	06/07/2024	Management	6	Elect Director Alfred Nietzel	For	For	For	For	A vote FOR all director nominees is warranted.
OneSpan Inc.	06/07/2024	Management	7	Elect Director Marc Zenner	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
OneSpan Inc.	06/07/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual incentives are primarily based on pre-set financial metrics, with below-target payouts in line with performance, CEO Moynahan received an annual-cycle equity award which was primarily time-vesting as well as a large special performance-based award. Moreover, PSUs under both awards utilize annual performance periods with metrics which overlap with the annual incentive.
OneSpan Inc.	06/07/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OneSpaWorld Holdings Limited	06/05/2024	Management	1	Elect Director Marc Magliacano	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Jeffrey Stiefler given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
OneSpaWorld Holdings Limited	06/05/2024	Management	2	Elect Director Walter F. McLallen	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Jeffrey Stiefler given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
OneSpaWorld Holdings Limited	06/05/2024	Management	3	Elect Director Jeffrey E. Stiefler	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee chair Jeffrey Stiefler given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
OneSpaWorld Holdings Limited	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
OneSpaWorld Holdings Limited	06/05/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
OneSpaWorld Holdings Limited	06/05/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Onto Innovation Inc.	05/22/2024	Management	1	Elect Director Leo Berlinghieri	For	For	Against	Against	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/22/2024	Management	2	Elect Director Stephen D. Kelley	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/22/2024	Management	3	Elect Director Susan D. Lynch	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/22/2024	Management	4	Elect Director David B. Miller	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/22/2024	Management	5	Elect Director Michael P. Plisinski	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/22/2024	Management	6	Elect Director Christopher A. Seams	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/22/2024	Management	7	Elect Director May Su	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/22/2024	Management	8	Elect Director Christine A. Tsingos	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Onto Innovation Inc.	05/22/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ooma, Inc.	06/06/2024	Management	1	Elect Director Andrew H. Galligan	For	For	For	For	WITHHOLD votes for non-independent nominee William (Bill) Pearce are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Pearce are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Judi Hand are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Andrew H. Galligan is warranted.
Ooma, Inc.	06/06/2024	Management	2	Elect Director Judi A. Hand	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee William (Bill) Pearce are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Pearce are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Judi Hand are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Andrew H. Galligan is warranted.
Ooma, Inc.	06/06/2024	Management	3	Elect Director William D. Pearce	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee William (Bill) Pearce are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Pearce are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Judi Hand are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Andrew H. Galligan is warranted.
Ooma, Inc.	06/06/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Ooma, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ooma, Inc.	06/06/2024	Management	6	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
OP Bancorp	06/27/2024	Management	1	Elect Director Brian Choi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee chair Sunny Kwon are warranted for failing to include a say-on-pay frequency proposal on the ballot. The proxy statement does not provide a reason for the non-inclusion of such proposal. A vote FOR the remaining director nominees is warranted.
OP Bancorp	06/27/2024	Management	2	Elect Director Soo Hun Jung	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee chair Sunny Kwon are warranted for failing to include a say-on-pay frequency proposal on the ballot. The proxy statement does not provide a reason for the non-inclusion of such proposal. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
OP Bancorp	06/27/2024	Management	3	Elect Director Hyung J. Kim	For	For	For	For	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee chair Sunny Kwon are warranted for failing to include a say-on-pay frequency proposal on the ballot. The proxy statement does not provide a reason for the non-inclusion of such proposal. A vote FOR the remaining director nominees is warranted.
OP Bancorp	06/27/2024	Management	4	Elect Director Min J. Kim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee chair Sunny Kwon are warranted for failing to include a say-on-pay frequency proposal on the ballot. The proxy statement does not provide a reason for the non-inclusion of such proposal. A vote FOR the remaining director nominees is warranted.
OP Bancorp	06/27/2024	Management	5	Elect Director Sunny Kwon	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee chair Sunny Kwon are warranted for failing to include a say-on-pay frequency proposal on the ballot. The proxy statement does not provide a reason for the non-inclusion of such proposal. A vote FOR the remaining director nominees is warranted.
OP Bancorp	06/27/2024	Management	6	Elect Director Yong Sin Shin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee chair Sunny Kwon are warranted for failing to include a say-on-pay frequency proposal on the ballot. The proxy statement does not provide a reason for the non-inclusion of such proposal. A vote FOR the remaining director nominees is warranted.
OP Bancorp	06/27/2024	Management	7	Elect Director Myung Shin Sohn	For	For	For	For	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee chair Sunny Kwon are warranted for failing to include a say-on-pay frequency proposal on the ballot. The proxy statement does not provide a reason for the non-inclusion of such proposal. A vote FOR the remaining director nominees is warranted.
OP Bancorp	06/27/2024	Management	8	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Open Lending Corporation	05/22/2024	Management	1	Elect Director Eric A. Feldstein	For	For	For	For	WITHHOLD votes are warranted for Gene Yoon for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes are also warranted for Governance Committee member Gene Yoon given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Open Lending Corporation	05/22/2024	Management	2	Elect Director Thomas K. Hegge	For	For	For	For	WITHHOLD votes are warranted for Gene Yoon for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes are also warranted for Governance Committee member Gene Yoon given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Open Lending Corporation	05/22/2024	Management	3	Elect Director Gene Yoon	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Gene Yoon for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes are also warranted for Governance Committee member Gene Yoon given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Open Lending Corporation	05/22/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Open Lending Corporation	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Opendoor Technologies Inc.	06/14/2024	Management	1	Elect Director Dana Hamilton	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Cipora Herman and Glenn Solomon given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Dana Hamilton, is warranted.
Opendoor Technologies Inc.	06/14/2024	Management	2	Elect Director Cipora Herman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Cipora Herman and Glenn Solomon given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Dana Hamilton, is warranted.
Opendoor Technologies Inc.	06/14/2024	Management	3	Elect Director Glenn Solomon	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Cipora Herman and Glenn Solomon given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Dana Hamilton, is warranted.
Opendoor Technologies Inc.	06/14/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Opendoor Technologies Inc.	06/14/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
OPENLANE, Inc.	06/07/2024	Management	1	Elect Director Carmel Galvin	For	For	For	For	A vote FOR all director nominees is warranted.
OPENLANE, Inc.	06/07/2024	Management	2	Elect Director J. Mark Howell	For	For	For	For	A vote FOR all director nominees is warranted.
OPENLANE, Inc.	06/07/2024	Management	3	Elect Director Stefan Jacoby	For	For	For	For	A vote FOR all director nominees is warranted.
OPENLANE, Inc.	06/07/2024	Management	4	Elect Director Peter Kelly	For	For	For	For	A vote FOR all director nominees is warranted.
OPENLANE, Inc.	06/07/2024	Management	5	Elect Director Michael T. Kestner	For	For	For	For	A vote FOR all director nominees is warranted.
OPENLANE, Inc.	06/07/2024	Management	6	Elect Director Sanjeev Mehra	For	For	For	For	A vote FOR all director nominees is warranted.
OPENLANE, Inc.	06/07/2024	Management	7	Elect Director Mary Ellen Smith	For	For	For	For	A vote FOR all director nominees is warranted.
OPENLANE, Inc.	06/07/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
OPENLANE, Inc.	06/07/2024	Management	9	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
OPENLANE, Inc.	06/07/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Oportun Financial Corporation	06/26/2024	Management	1	Elect Director Ginny Lee	For	Against	Against	Against	A vote AGAINST Governance Committee chair Ginny Lee is warranted given the board's failure to remove, or subject to a sunset requirement the classified board, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Oportun Financial Corporation	06/26/2024	Management	2	Elect Director Louis P. Miramontes	For	For	For	For	A vote AGAINST Governance Committee chair Ginny Lee is warranted given the board's failure to remove, or subject to a sunset requirement the classified board, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Oportun Financial Corporation	06/26/2024	Management	3	Elect Director Richard Tambor	For	For	For	For	A vote AGAINST Governance Committee chair Ginny Lee is warranted given the board's failure to remove, or subject to a sunset requirement the classified board, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Oportun Financial Corporation	06/26/2024	Management	4	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Oportun Financial Corporation	06/26/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oportun Financial Corporation	06/26/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Optical Cable Corporation	03/26/2024	Management	1	Elect Director Neil D. Wilkin, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board. WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Randall Frazier are warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Randall Frazier, John Nygren and Craig Weber are warranted for neglecting to include auditor ratification on the proxy ballot.
Optical Cable Corporation	03/26/2024	Management	2	Elect Director Randall H. Frazier	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board. WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Randall Frazier are warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Randall Frazier, John Nygren and Craig Weber are warranted for neglecting to include auditor ratification on the proxy ballot.
Optical Cable Corporation	03/26/2024	Management	3	Elect Director John M. Holland	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board. WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Randall Frazier are warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Randall Frazier, John Nygren and Craig Weber are warranted for neglecting to include auditor ratification on the proxy ballot.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Optical Cable Corporation	03/26/2024	Management	4	Elect Director John A. Nygren	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board. WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Randall Frazier are warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Randall Frazier, John Nygren and Craig Weber are warranted for neglecting to include auditor ratification on the proxy ballot.
Optical Cable Corporation	03/26/2024	Management	5	Elect Director Craig H. Weber	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board. WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Randall Frazier are warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Randall Frazier, John Nygren and Craig Weber are warranted for neglecting to include auditor ratification on the proxy ballot.
Optical Cable Corporation	03/26/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
OptimizeRx Corporation	06/05/2024	Management	1	Elect Director William J. Febbo	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee members Lynn Vos and James (Jim) Lang for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
OptimizeRx Corporation	06/05/2024	Management	2	Elect Director Lynn O'Connor Vos	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee members Lynn Vos and James (Jim) Lang for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
OptimizeRx Corporation	06/05/2024	Management	3	Elect Director James Lang	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee members Lynn Vos and James (Jim) Lang for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
OptimizeRx Corporation	06/05/2024	Management	4	Elect Director Patrick Spangler	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee members Lynn Vos and James (Jim) Lang for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
OptimizeRx Corporation	06/05/2024	Management	5	Elect Director Gregory D. Wasson	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee members Lynn Vos and James (Jim) Lang for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
OptimizeRx Corporation	06/05/2024	Management	6	Elect Director Catherine Klema	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee members Lynn Vos and James (Jim) Lang for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
OptimizeRx Corporation	06/05/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
OptimizeRx Corporation	06/05/2024	Management	8	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.93 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
OptimizeRx Corporation	06/05/2024	Management	9	Ratify UHY LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Option Care Health, Inc.	05/15/2024	Management	1	Elect Director John J. Arlotta	For	For	For	For	WITHHOLD votes for Eric Brandt are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Option Care Health, Inc.	05/15/2024	Management	2	Elect Director Elizabeth Q. Betten	For	For	For	For	WITHHOLD votes for Eric Brandt are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Option Care Health, Inc.	05/15/2024	Management	3	Elect Director Elizabeth D. Bierbower	For	For	For	For	WITHHOLD votes for Eric Brandt are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Option Care Health, Inc.	05/15/2024	Management	4	Elect Director Barbara W. Bodem	For	For	For	For	WITHHOLD votes for Eric Brandt are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Option Care Health, Inc.	05/15/2024	Management	5	Elect Director Eric K. Brandt	For	For	Withhold	Withhold	WITHHOLD votes for Eric Brandt are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Option Care Health, Inc.	05/15/2024	Management	6	Elect Director Natasha Deckmann	For	For	For	For	WITHHOLD votes for Eric Brandt are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Option Care Health, Inc.	05/15/2024	Management	7	Elect Director David W. Golding	For	For	For	For	WITHHOLD votes for Eric Brandt are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Option Care Health, Inc.	05/15/2024	Management	8	Elect Director Harry M. Jansen Kraemer, Jr.	For	For	For	For	WITHHOLD votes for Eric Brandt are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Option Care Health, Inc.	05/15/2024	Management	9	Elect Director R. Carter Pate	For	For	For	For	WITHHOLD votes for Eric Brandt are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Option Care Health, Inc.	05/15/2024	Management	10	Elect Director John C. Rademacher	For	For	For	For	WITHHOLD votes for Eric Brandt are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Option Care Health, Inc.	05/15/2024	Management	11	Elect Director Timothy P. Sullivan	For	For	For	For	WITHHOLD votes for Eric Brandt are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Option Care Health, Inc.	05/15/2024	Management	12	Elect Director Norman L. Wright	For	For	For	For	WITHHOLD votes for Eric Brandt are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Option Care Health, Inc.	05/15/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Option Care Health, Inc.	05/15/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Option Care Health, Inc.	05/15/2024	Management	15	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Orange County Bancorp, Inc.	05/21/2024	Management	1	Elect Director Gregory F. Holcombe	For	Withhold	Withhold	Withhold	In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Compensation Committee member Gregory (Greg) Holcombe given that the company recently entered into an employment agreement with the CEO, which agreement provides for multi-year guaranteed bonuses. A vote FOR the remaining director nominees is warranted.
Orange County Bancorp, Inc.	05/21/2024	Management	2	Elect Director Olga Luz Tirado	For	For	For	For	In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Compensation Committee member Gregory (Greg) Holcombe given that the company recently entered into an employment agreement with the CEO, which agreement provides for multi-year guaranteed bonuses. A vote FOR the remaining director nominees is warranted.
Orange County Bancorp, Inc.	05/21/2024	Management	3	Elect Director Gustave 'Gus' J. Scacco	For	For	For	For	In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Compensation Committee member Gregory (Greg) Holcombe given that the company recently entered into an employment agreement with the CEO, which agreement provides for multi-year guaranteed bonuses. A vote FOR the remaining director nominees is warranted.
Orange County Bancorp, Inc.	05/21/2024	Management	4	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
OraSure Technologies, Inc.	05/14/2024	Management	1	Elect Director Nancy J. Gagliano	For	For	For	For	A vote FOR all director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
OraSure Technologies, Inc.	05/14/2024	Management	2	Elect Director Lelio Marmora	For	For	For	For	A vote FOR all director nominees is warranted.
OraSure Technologies, Inc.	05/14/2024	Management	3	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
OraSure Technologies, Inc.	05/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
OraSure Technologies, Inc.	05/14/2024	Management	5	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
OraSure Technologies, Inc.	05/14/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
OraSure Technologies, Inc.	05/14/2024	Management	7	Adjourn Meeting	For	For	Against	Against	A vote AGAINST this proposal is warranted as Items 4 and 5 does not merit support.
Organogenesis Holdings Inc.	06/20/2024	Management	1	Elect Director Alan A. Ades	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Ades and Glenn Nussdorf are further warranted for failing to attend at least 75 percent of the total board meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Audit Committee members Arthur Leibowitz, Prathyusha Duraibabu, Jon Giacomini, and Gilberto Quintero are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Organogenesis Holdings Inc.	06/20/2024	Management	2	Elect Director Robert Ades	For	For	For	For	WITHHOLD votes for Alan Ades and Glenn Nussdorf are further warranted for failing to attend at least 75 percent of the total board meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Audit Committee members Arthur Leibowitz, Prathyusha Duraibabu, Jon Giacomini, and Gilberto Quintero are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Organogenesis Holdings Inc.	06/20/2024	Management	3	Elect Director Michael J. Driscoll	For	For	For	For	WITHHOLD votes for Alan Ades and Glenn Nussdorf are further warranted for failing to attend at least 75 percent of the total board meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Audit Committee members Arthur Leibowitz, Prathyusha Duraibabu, Jon Giacomini, and Gilberto Quintero are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Organogenesis Holdings Inc.	06/20/2024	Management	4	Elect Director Prathyusha Duraibabu	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Ades and Glenn Nussdorf are further warranted for failing to attend at least 75 percent of the total board meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Audit Committee members Arthur Leibowitz, Prathyusha Duraibabu, Jon Giacomini, and Gilberto Quintero are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Organogenesis Holdings Inc.	06/20/2024	Management	5	Elect Director David Erani	For	For	For	For	WITHHOLD votes for Alan Ades and Glenn Nussdorf are further warranted for failing to attend at least 75 percent of the total board meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Audit Committee members Arthur Leibowitz, Prathyusha Duraibabu, Jon Giacomini, and Gilberto Quintero are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Organogenesis Holdings Inc.	06/20/2024	Management	6	Elect Director Jon Giacomini	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Ades and Glenn Nussdorf are further warranted for failing to attend at least 75 percent of the total board meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Audit Committee members Arthur Leibowitz, Prathyusha Duraibabu, Jon Giacomini, and Gilberto Quintero are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Organogenesis Holdings Inc.	06/20/2024	Management	7	Elect Director Gary S. Gilheaney, Sr.	For	For	For	For	WITHHOLD votes for Alan Ades and Glenn Nussdorf are further warranted for failing to attend at least 75 percent of the total board meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Audit Committee members Arthur Leibowitz, Prathyusha Duraibabu, Jon Giacomini, and Gilberto Quintero are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Organogenesis Holdings Inc.	06/20/2024	Management	8	Elect Director Michele Korfin	For	For	For	For	WITHHOLD votes for Alan Ades and Glenn Nussdorf are further warranted for failing to attend at least 75 percent of the total board meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Audit Committee members Arthur Leibowitz, Prathyusha Duraibabu, Jon Giacomini, and Gilberto Quintero are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Organogenesis Holdings Inc.	06/20/2024	Management	9	Elect Director Arthur S. Leibowitz	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Ades and Glenn Nussdorf are further warranted for failing to attend at least 75 percent of the total board meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Audit Committee members Arthur Leibowitz, Prathyusha Duraibabu, Jon Giacomini, and Gilberto Quintero are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Organogenesis Holdings Inc.	06/20/2024	Management	10	Elect Director Glenn H. Nussdorf	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Ades and Glenn Nussdorf are further warranted for failing to attend at least 75 percent of the total board meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Audit Committee members Arthur Leibowitz, Prathyusha Duraibabu, Jon Giacomini, and Gilberto Quintero are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Organogenesis Holdings Inc.	06/20/2024	Management	11	Elect Director Gilberto Quintero	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Ades and Glenn Nussdorf are further warranted for failing to attend at least 75 percent of the total board meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Audit Committee members Arthur Leibowitz, Prathyusha Duraibabu, Jon Giacomini, and Gilberto Quintero are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Organogenesis Holdings Inc.	06/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO an inordinate amount of auto-related perquisites. * The company provided tax gross-up payment for the CEO's auto-related perquisite. * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Organogenesis Holdings Inc.	06/20/2024	Management	13	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.43 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Organogenesis Holdings Inc.	06/20/2024	Management	14	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Organon & Co.	06/04/2024	Management	1	Elect Director Kevin Ali	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/04/2024	Management	2	Elect Director Martha E. McGarry	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/04/2024	Management	3	Elect Director Philip Ozuah	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/04/2024	Management	4	Elect Director Shalini Sharp	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/04/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Organon & Co.	06/04/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Origin Bancorp, Inc.	04/24/2024	Management	1	Elect Director Daniel Chu	For	Against	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	04/24/2024	Management	2	Elect Director James S. D'Agostino, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	04/24/2024	Management	3	Elect Director James E. Davison, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	04/24/2024	Management	4	Elect Director Jay Dyer	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Origin Bancorp, Inc.	04/24/2024	Management	5	Elect Director A. La'Verne Edney	For	For	For	For	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	04/24/2024	Management	6	Elect Director Meryl Farr	For	For	For	For	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	04/24/2024	Management	7	Elect Director Richard J. Gallot, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	04/24/2024	Management	8	Elect Director Stacey Goff	For	Against	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	04/24/2024	Management	9	Elect Director Michael Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Origin Bancorp, Inc.	04/24/2024	Management	10	Elect Director Gary E. Luffey	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	04/24/2024	Management	11	Elect Director Farrell J. Malone	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	04/24/2024	Management	12	Elect Director Drake Mills	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	04/24/2024	Management	13	Elect Director Lori Sirman	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	04/24/2024	Management	14	Elect Director Elizabeth Solender	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Origin Bancorp, Inc.	04/24/2024	Management	15	Elect Director Steven Taylor	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James D'Agostino Jr., James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Farrell Malone, Lori Sirman, Elizabeth Solender and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST James D'Agostino Jr., Michael Jones, Gary Luffey, Farrell Malone, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Daniel Chu and Stacey Goff is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	04/24/2024	Management	16	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Origin Bancorp, Inc.	04/24/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Origin Bancorp, Inc.	04/24/2024	Management	18	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Orion Group Holdings, Inc.	05/16/2024	Management	1	Elect Director Michael J. Caliel	For	For	For	For	A vote FOR both director nominees is warranted.
Orion Group Holdings, Inc.	05/16/2024	Management	2	Elect Director Quentin P. Smith, Jr.	For	For	For	For	A vote FOR both director nominees is warranted.
Orion Group Holdings, Inc.	05/16/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Orion Group Holdings, Inc.	05/16/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Orion Group Holdings, Inc.	05/16/2024	Management	5	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Orion Group Holdings, Inc.	05/16/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Orion S.A.	06/20/2024	Management	1	Elect Director Kerry A. Galvin	For	For	For	For	A vote FOR the director nominee is warranted.
Orion S.A.	06/20/2024	Management	2	Elect Director Paul Huck	For	For	For	For	A vote FOR the director nominee is warranted.
Orion S.A.	06/20/2024	Management	3	Elect Director Mary Lindsey	For	For	For	For	A vote FOR the director nominee is warranted.
Orion S.A.	06/20/2024	Management	4	Elect Director Didier Miraton	For	For	For	For	A vote FOR the director nominee is warranted.
Orion S.A.	06/20/2024	Management	5	Elect Director Yi Hyon Paik	For	For	For	For	A vote FOR the director nominee is warranted.
Orion S.A.	06/20/2024	Management	6	Elect Director Corning F. Painter	For	For	For	For	A vote FOR the director nominee is warranted.
Orion S.A.	06/20/2024	Management	7	Elect Director Dan F. Smith	For	For	For	For	A vote FOR the director nominee is warranted.
Orion S.A.	06/20/2024	Management	8	Elect Director Hans-Dietrich Winkhaus	For	For	For	For	A vote FOR the director nominee is warranted.
Orion S.A.	06/20/2024	Management	9	Elect Director Michel Wurth	For	For	For	For	A vote FOR the director nominee is warranted.
Orion S.A.	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Orion S.A.	06/20/2024	Management	11	Approve Remuneration of Directors	For	For	For	For	A vote FOR this item is warranted because there is no sign of excessiveness concerning the board remuneration.
Orion S.A.	06/20/2024	Management	12	Approve Annual Accounts	For	For	For	For	A vote FOR these items is warranted due to the lack of concerns over the accounts presented and the audit procedures used.
Orion S.A.	06/20/2024	Management	13	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	For	A vote FOR these items is warranted due to the lack of concerns over the accounts presented and the audit procedures used.
Orion S.A.	06/20/2024	Management	14	Approve Allocation of Income	For	For	For	For	A vote FOR this income allocation proposal is warranted in the absence of concerns regarding the income allocation proposal.
Orion S.A.	06/20/2024	Management	15	Approve Discharge of Directors	For	For	For	For	A vote FOR these items is warranted given the lack of any specific concern with the board's and auditors' actions over the past year.
Orion S.A.	06/20/2024	Management	16	Approve Discharge of Auditors	For	For	For	For	A vote FOR these items is warranted given the lack of any specific concern with the board's and auditors' actions over the past year.
Orion S.A.	06/20/2024	Management	17	Ratify Ernst & Young, Luxembourg as Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Orion S.A.	06/20/2024	Management	18	Ratify Ernst & Young LLC as Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Ormat Technologies, Inc.	05/08/2024	Management	1	Elect Director Isaac Angel	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/08/2024	Management	2	Elect Director Ravit Barniv	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ormat Technologies, Inc.	05/08/2024	Management	3	Elect Director Karin Corfee	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/08/2024	Management	4	Elect Director David Granot	For	For	Against	Against	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/08/2024	Management	5	Elect Director Michal Marom	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/08/2024	Management	6	Elect Director Mike Nikkel	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/08/2024	Management	7	Elect Director Dafna Sharir	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/08/2024	Management	8	Elect Director Stanley B. Stern	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/08/2024	Management	9	Elect Director Byron G. Wong	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/08/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ormat Technologies, Inc.	05/08/2024	Management	11	Ratify Kesselman & Kesselman as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Ormat Technologies, Inc.	05/08/2024	Management	12	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Ormat Technologies, Inc.	05/08/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Orrstown Financial Services, Inc.	04/30/2024	Management	1	Elect Director Thomas D. Longenecker	For	For	For	For	WITHHOLD votes for non-independent nominees Andrea Pugh and Floyd Stoner are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Pugh are also warranted for serving as a non-independent member of a key board committee. A vote FOR Thomas D. Longenecker is warranted.
Orrstown Financial Services, Inc.	04/30/2024	Management	2	Elect Director Andrea L. Pugh	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrea Pugh and Floyd Stoner are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Pugh are also warranted for serving as a non-independent member of a key board committee. A vote FOR Thomas D. Longenecker is warranted.
Orrstown Financial Services, Inc.	04/30/2024	Management	3	Elect Director Floyd E. Stoner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrea Pugh and Floyd Stoner are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Pugh are also warranted for serving as a non-independent member of a key board committee. A vote FOR Thomas D. Longenecker is warranted.
Orrstown Financial Services, Inc.	04/30/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements with certain executives that contain modified single-trigger severance provisions, equity award arrangements provide for automatic accelerated vesting upon a change-in-control, and the company maintains legacy excise tax gross-up payments with the CEO.
Orrstown Financial Services, Inc.	04/30/2024	Management	5	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Orrstown Financial Services, Inc.	05/30/2024	Management	1	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted, given the strategic rationale, the equity form of consideration, and the downside risk of non-approval.
Orrstown Financial Services, Inc.	05/30/2024	Management	2	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction merits support.
Orthofix Medical Inc.	06/18/2024	Management	1	Elect Director Alan L. Bazaar	For	For	For	For	A vote FOR all director nominees is warranted.
Orthofix Medical Inc.	06/18/2024	Management	2	Elect Director Wayne Burris	For	For	For	For	A vote FOR all director nominees is warranted.
Orthofix Medical Inc.	06/18/2024	Management	3	Elect Director Massimo Calafiore	For	For	For	For	A vote FOR all director nominees is warranted.
Orthofix Medical Inc.	06/18/2024	Management	4	Elect Director Michael M. Finegan	For	For	For	For	A vote FOR all director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Orthofix Medical Inc.	06/18/2024	Management	5	Elect Director Jason M. Hannon	For	For	For	For	A vote FOR all director nominees is warranted.
Orthofix Medical Inc.	06/18/2024	Management	6	Elect Director John B. Henneman, III	For	For	For	For	A vote FOR all director nominees is warranted.
Orthofix Medical Inc.	06/18/2024	Management	7	Elect Director Charles Kummeth	For	For	For	For	A vote FOR all director nominees is warranted.
Orthofix Medical Inc.	06/18/2024	Management	8	Elect Director Shweta Singh Maniar	For	For	For	For	A vote FOR all director nominees is warranted.
Orthofix Medical Inc.	06/18/2024	Management	9	Elect Director Michael E. Paolucci	For	For	For	For	A vote FOR all director nominees is warranted.
Orthofix Medical Inc.	06/18/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Orthofix Medical Inc.	06/18/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Orthofix Medical Inc.	06/18/2024	Management	12	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 28.15 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Orthofix Medical Inc.	06/18/2024	Management	13	Amend Nonqualified Employee Stock Purchase Plan	For	For	Against	Against	Despite the fact that the plan complies with Section 423 of the Internal Revenue Code and the reasonable offering period, a vote AGAINST this proposal is warranted given that the number of shares reserved would cause excessive voting power dilution.
OrthoPediatrics Corp.	05/24/2024	Management	1	Elect Director David R. Bailey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee David Bailey are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent Governance Committee members Marie Infante and Jimmy McDonald for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
OrthoPediatrics Corp.	05/24/2024	Management	2	Elect Director Marie C. Infante	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee David Bailey are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent Governance Committee members Marie Infante and Jimmy McDonald for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
OrthoPediatrics Corp.	05/24/2024	Management	3	Elect Director Jimmy D. McDonald	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee David Bailey are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent Governance Committee members Marie Infante and Jimmy McDonald for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
OrthoPediatrics Corp.	05/24/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
OrthoPediatrics Corp.	05/24/2024	Management	5	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
OrthoPediatrics Corp.	05/24/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oscar Health, Inc.	06/06/2024	Management	1	Elect Director Mark T. Bertolini	For	For	For	For	WITHHOLD votes for Joshua Kushner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee chair Joshua Kushner are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Oscar Health, Inc.	06/06/2024	Management	2	Elect Director Jeffery H. Boyd	For	For	For	For	WITHHOLD votes for Joshua Kushner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee chair Joshua Kushner are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Oscar Health, Inc.	06/06/2024	Management	3	Elect Director William Gassen, III	For	For	For	For	WITHHOLD votes for Joshua Kushner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee chair Joshua Kushner are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Oscar Health, Inc.	06/06/2024	Management	4	Elect Director Joshua Kushner	For	Withhold	Withhold	Withhold	WITHHOLD votes for Joshua Kushner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee chair Joshua Kushner are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Oscar Health, Inc.	06/06/2024	Management	5	Elect Director Laura Lang	For	For	For	For	WITHHOLD votes for Joshua Kushner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee chair Joshua Kushner are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Oscar Health, Inc.	06/06/2024	Management	6	Elect Director David Plouffe	For	For	For	For	WITHHOLD votes for Joshua Kushner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee chair Joshua Kushner are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Oscar Health, Inc.	06/06/2024	Management	7	Elect Director Elbert O. Robinson, Jr.	For	For	For	For	WITHHOLD votes for Joshua Kushner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee chair Joshua Kushner are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Oscar Health, Inc.	06/06/2024	Management	8	Elect Director Siddhartha Sankaran	For	For	For	For	WITHHOLD votes for Joshua Kushner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee chair Joshua Kushner are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Oscar Health, Inc.	06/06/2024	Management	9	Elect Director Mario Schlosser	For	For	For	For	WITHHOLD votes for Joshua Kushner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee chair Joshua Kushner are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Oscar Health, Inc.	06/06/2024	Management	10	Elect Director Vanessa A. Wittman	For	For	For	For	WITHHOLD votes for Joshua Kushner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee chair Joshua Kushner are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Oscar Health, Inc.	06/06/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Oscar Health, Inc.	06/06/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Oshkosh Corporation	05/07/2024	Management	1	Elect Director Keith J. Allman	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	2	Elect Director Annette K. Clayton	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	3	Elect Director Douglas L. Davis	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	4	Elect Director Tyrone M. Jordan	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	5	Elect Director Kimberley Metcalf-Kupres	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	6	Elect Director Stephen D. Newlin	For	For	Withhold	Withhold	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	7	Elect Director Duncan J. Palmer	For	For	Withhold	Withhold	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	8	Elect Director David G. Perkins	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	9	Elect Director John C. Pfeifer	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	10	Elect Director Sandra E. Rowland	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oshkosh Corporation	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Oshkosh Corporation	05/07/2024	Management	13	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Oshkosh Corporation	05/07/2024	Shareholder	14	Require a Majority Vote for the Election of Directors	Against	For	For	For	A vote FOR this proposal is warranted as it would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.
Otter Tail Corporation	04/08/2024	Management	1	Elect Director Mary E. Ludford	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Otter Tail Corporation	04/08/2024	Management	2	Elect Director Charles S. MacFarlane	For	For	For	For	A vote FOR the proposed director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Otter Tail Corporation	04/08/2024	Management	3	Elect Director Thomas J. Webb	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Otter Tail Corporation	04/08/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Otter Tail Corporation	04/08/2024	Management	5	Ratify Deloitte & Touche, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Owens & Minor, Inc.	05/09/2024	Management	1	Elect Director Mark A. Beck	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/09/2024	Management	2	Elect Director Gwendolyn M. Bingham	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/09/2024	Management	3	Elect Director Kenneth Gardner-Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/09/2024	Management	4	Elect Director Robert J. Henkel	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/09/2024	Management	5	Elect Director Rita F. Johnson-Mills	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/09/2024	Management	6	Elect Director Stephen W. Klemash	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/09/2024	Management	7	Elect Director Teresa L. Kline	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/09/2024	Management	8	Elect Director Edward A. Pesicka	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/09/2024	Management	9	Elect Director Carissa L. Rollins	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/09/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Owens & Minor, Inc.	05/09/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Owens & Minor, Inc.	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Pacific Biosciences of California, Inc.	06/18/2024	Management	1	Elect Director Randy Livingston	For	For	Against	Against	Votes AGAINST non-independent nominees Randall (Randy) Livingston and Marshall Mohr are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Livingston and Marshall Mohr are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Biosciences of California, Inc.	06/18/2024	Management	2	Elect Director David Meline	For	For	For	For	Votes AGAINST non-independent nominees Randall (Randy) Livingston and Marshall Mohr are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Livingston and Marshall Mohr are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Biosciences of California, Inc.	06/18/2024	Management	3	Elect Director Marshall Mohr	For	For	Against	Against	Votes AGAINST non-independent nominees Randall (Randy) Livingston and Marshall Mohr are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Livingston and Marshall Mohr are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Biosciences of California, Inc.	06/18/2024	Management	4	Elect Director Hannah A. Valentine	For	For	For	For	Votes AGAINST non-independent nominees Randall (Randy) Livingston and Marshall Mohr are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Livingston and Marshall Mohr are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Biosciences of California, Inc.	06/18/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pacific Biosciences of California, Inc.	06/18/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Pacific Biosciences of California, Inc.	06/18/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.19 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Pacific Biosciences of California, Inc.	06/18/2024	Management	8	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Pacific Biosciences of California, Inc.	06/18/2024	Management	9	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pacific Biosciences of California, Inc.	06/18/2024	Management	10	Adjourn Meeting	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that certain proposals on the ballot do not warrant shareholder support.
Pacific Premier Bancorp, Inc.	05/13/2024	Management	1	Elect Director Ayad A. Fargo	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/13/2024	Management	2	Elect Director Steven R. Gardner	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/13/2024	Management	3	Elect Director Stephanie Hsieh	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/13/2024	Management	4	Elect Director Jeffrey C. Jones	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/13/2024	Management	5	Elect Director Rose E. McKinney-James	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/13/2024	Management	6	Elect Director M. Christian Mitchell	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/13/2024	Management	7	Elect Director George M. Pereira	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/13/2024	Management	8	Elect Director Barbara S. Polsky	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/13/2024	Management	9	Elect Director Zareh H. Sarrafian	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/13/2024	Management	10	Elect Director Jaynie M. Studenmund	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/13/2024	Management	11	Elect Director Richard C. Thomas	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/13/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Pacific Premier Bancorp, Inc.	05/13/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Pacific Premier Bancorp, Inc.	05/13/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Pacira Biosciences, Inc.	06/11/2024	Management	1	Elect Director Laura Brege	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laura Brege and Mark Kronenfeld are warranted for lack of a majority independent board. WITHHOLD votes for Laura Brege and Mark Kronenfeld are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Laura Brege are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Pacira Biosciences, Inc.	06/11/2024	Management	2	Elect Director Mark I. Froimson	For	For	For	For	WITHHOLD votes for non-independent nominees Laura Brege and Mark Kronenfeld are warranted for lack of a majority independent board. WITHHOLD votes for Laura Brege and Mark Kronenfeld are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Laura Brege are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pacira Biosciences, Inc.	06/11/2024	Management	3	Elect Director Mark A. Kronenfeld	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laura Brege and Mark Kronenfeld are warranted for lack of a majority independent board. WITHHOLD votes for Laura Brege and Mark Kronenfeld are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Laura Brege are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Pacira Biosciences, Inc.	06/11/2024	Management	4	Elect Director Michael Yang	For	For	For	For	WITHHOLD votes for non-independent nominees Laura Brege and Mark Kronenfeld are warranted for lack of a majority independent board. WITHHOLD votes for Laura Brege and Mark Kronenfeld are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Laura Brege are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Pacira Biosciences, Inc.	06/11/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pacira Biosciences, Inc.	06/11/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Pactiv Evergreen Inc.	06/05/2024	Management	1	Elect Director LeighAnne G. Baker	For	For	For	For	WITHHOLD votes for Allen Hugli are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pactiv Evergreen Inc.	06/05/2024	Management	2	Elect Director Duncan J. Hawkesby	For	For	For	For	WITHHOLD votes for Allen Hugli are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pactiv Evergreen Inc.	06/05/2024	Management	3	Elect Director Allen P. Hugli	For	Withhold	Withhold	Withhold	WITHHOLD votes for Allen Hugli are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pactiv Evergreen Inc.	06/05/2024	Management	4	Elect Director Michael J. King	For	For	For	For	WITHHOLD votes for Allen Hugli are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pactiv Evergreen Inc.	06/05/2024	Management	5	Elect Director Linda K. Massman	For	For	For	For	WITHHOLD votes for Allen Hugli are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pactiv Evergreen Inc.	06/05/2024	Management	6	Elect Director Rolf Stangl	For	For	For	For	WITHHOLD votes for Allen Hugli are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pactiv Evergreen Inc.	06/05/2024	Management	7	Elect Director Felicia D. Thornton	For	For	For	For	WITHHOLD votes for Allen Hugli are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pactiv Evergreen Inc.	06/05/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pactiv Evergreen Inc.	06/05/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Pactiv Evergreen Inc.	06/05/2024	Management	10	Amend Omnibus Stock Plan	For	Against	Against	Against	a vote AGAINST this proposal is warranted due to the following key factors: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 30.43 percent is excessive. * The plan has an automatic share replenishment feature. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Pactiv Evergreen Inc.	06/05/2024	Management	11	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Palomar Holdings, Inc.	05/23/2024	Management	1	Elect Director Catriona M. Fallon	For	For	For	For	A vote FOR all director nominees is warranted.
Palomar Holdings, Inc.	05/23/2024	Management	2	Elect Director Daina Middleton	For	For	For	For	A vote FOR all director nominees is warranted.
Palomar Holdings, Inc.	05/23/2024	Management	3	Elect Director Richard H. Taketa	For	For	For	For	A vote FOR all director nominees is warranted.
Palomar Holdings, Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Palomar Holdings, Inc.	05/23/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Papa John's International, Inc.	05/02/2024	Management	1	Elect Director Christopher L. Coleman	For	For	Against	Against	Votes AGAINST Christopher Coleman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	05/02/2024	Management	2	Elect Director John W. Garratt	For	For	For	For	Votes AGAINST Christopher Coleman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	05/02/2024	Management	3	Elect Director Stephen L. Gibbs	For	For	For	For	Votes AGAINST Christopher Coleman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	05/02/2024	Management	4	Elect Director Laurette T. Koellner	For	For	For	For	Votes AGAINST Christopher Coleman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	05/02/2024	Management	5	Elect Director Jocelyn C. Mangan	For	For	For	For	Votes AGAINST Christopher Coleman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	05/02/2024	Management	6	Elect Director Sonya E. Medina	For	For	For	For	Votes AGAINST Christopher Coleman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	05/02/2024	Management	7	Elect Director John C. Miller	For	For	For	For	Votes AGAINST Christopher Coleman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	05/02/2024	Management	8	Elect Director Anthony M. Sanfilippo	For	For	For	For	Votes AGAINST Christopher Coleman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	05/02/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Papa John's International, Inc.	05/02/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Papa John's International, Inc.	05/02/2024	Shareholder	11	Report on Use of Pig Gestation Crates	Against	For	For	For	A vote FOR this resolution is warranted. In light of regulatory developments and the company's lack of targets, shareholders would benefit from more information on the company's progress related to reducing or eliminating the use of gestation crates in its pork supply chain.
Par Pacific Holdings, Inc.	04/30/2024	Management	1	Elect Director Robert Silberman	For	For	For	For	WITHHOLD votes are warranted for Compensation Committee members Anthony (Tony) Chase and Katherine Hatcher due to a problematic pay practice. Specifically, the company accelerated the vesting of an NEO's equity awards upon a termination that was not clearly involuntary. A vote FOR the remaining director nominees is warranted.
Par Pacific Holdings, Inc.	04/30/2024	Management	2	Elect Director Melvyn Klein	For	For	For	For	WITHHOLD votes are warranted for Compensation Committee members Anthony (Tony) Chase and Katherine Hatcher due to a problematic pay practice. Specifically, the company accelerated the vesting of an NEO's equity awards upon a termination that was not clearly involuntary. A vote FOR the remaining director nominees is warranted.
Par Pacific Holdings, Inc.	04/30/2024	Management	3	Elect Director Curtis Anastasio	For	For	For	For	WITHHOLD votes are warranted for Compensation Committee members Anthony (Tony) Chase and Katherine Hatcher due to a problematic pay practice. Specifically, the company accelerated the vesting of an NEO's equity awards upon a termination that was not clearly involuntary. A vote FOR the remaining director nominees is warranted.
Par Pacific Holdings, Inc.	04/30/2024	Management	4	Elect Director Anthony Chase	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Compensation Committee members Anthony (Tony) Chase and Katherine Hatcher due to a problematic pay practice. Specifically, the company accelerated the vesting of an NEO's equity awards upon a termination that was not clearly involuntary. A vote FOR the remaining director nominees is warranted.
Par Pacific Holdings, Inc.	04/30/2024	Management	5	Elect Director Timothy Clossey	For	For	For	For	WITHHOLD votes are warranted for Compensation Committee members Anthony (Tony) Chase and Katherine Hatcher due to a problematic pay practice. Specifically, the company accelerated the vesting of an NEO's equity awards upon a termination that was not clearly involuntary. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Par Pacific Holdings, Inc.	04/30/2024	Management	6	Elect Director Philip Davidson	For	For	For	For	WITHHOLD votes are warranted for Compensation Committee members Anthony (Tony) Chase and Katherine Hatcher due to a problematic pay practice. Specifically, the company accelerated the vesting of an NEO's equity awards upon a termination that was not clearly involuntary. A vote FOR the remaining director nominees is warranted.
Par Pacific Holdings, Inc.	04/30/2024	Management	7	Elect Director Katherine Hatcher	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Compensation Committee members Anthony (Tony) Chase and Katherine Hatcher due to a problematic pay practice. Specifically, the company accelerated the vesting of an NEO's equity awards upon a termination that was not clearly involuntary. A vote FOR the remaining director nominees is warranted.
Par Pacific Holdings, Inc.	04/30/2024	Management	8	Elect Director Patricia Martinez	For	For	For	For	WITHHOLD votes are warranted for Compensation Committee members Anthony (Tony) Chase and Katherine Hatcher due to a problematic pay practice. Specifically, the company accelerated the vesting of an NEO's equity awards upon a termination that was not clearly involuntary. A vote FOR the remaining director nominees is warranted.
Par Pacific Holdings, Inc.	04/30/2024	Management	9	Elect Director William Monteleone	For	For	For	For	WITHHOLD votes are warranted for Compensation Committee members Anthony (Tony) Chase and Katherine Hatcher due to a problematic pay practice. Specifically, the company accelerated the vesting of an NEO's equity awards upon a termination that was not clearly involuntary. A vote FOR the remaining director nominees is warranted.
Par Pacific Holdings, Inc.	04/30/2024	Management	10	Elect Director William Pate	For	For	For	For	WITHHOLD votes are warranted for Compensation Committee members Anthony (Tony) Chase and Katherine Hatcher due to a problematic pay practice. Specifically, the company accelerated the vesting of an NEO's equity awards upon a termination that was not clearly involuntary. A vote FOR the remaining director nominees is warranted.
Par Pacific Holdings, Inc.	04/30/2024	Management	11	Elect Director Eric Yeaman	For	For	For	For	WITHHOLD votes are warranted for Compensation Committee members Anthony (Tony) Chase and Katherine Hatcher due to a problematic pay practice. Specifically, the company accelerated the vesting of an NEO's equity awards upon a termination that was not clearly involuntary. A vote FOR the remaining director nominees is warranted.
Par Pacific Holdings, Inc.	04/30/2024	Management	12	Elect Director Aaron Zell	For	For	For	For	WITHHOLD votes are warranted for Compensation Committee members Anthony (Tony) Chase and Katherine Hatcher due to a problematic pay practice. Specifically, the company accelerated the vesting of an NEO's equity awards upon a termination that was not clearly involuntary. A vote FOR the remaining director nominees is warranted.
Par Pacific Holdings, Inc.	04/30/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Par Pacific Holdings, Inc.	04/30/2024	Management	14	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
PAR Technology Corporation	06/03/2024	Management	1	Elect Director Linda M. Crawford	For	For	For	For	A vote FOR the director nominees is warranted.
PAR Technology Corporation	06/03/2024	Management	2	Elect Director Keith E. Pascal	For	For	For	For	A vote FOR the director nominees is warranted.
PAR Technology Corporation	06/03/2024	Management	3	Elect Director Douglas G. Rauch	For	For	For	For	A vote FOR the director nominees is warranted.
PAR Technology Corporation	06/03/2024	Management	4	Elect Director Cynthia A. Russo	For	For	For	For	A vote FOR the director nominees is warranted.
PAR Technology Corporation	06/03/2024	Management	5	Elect Director Narinder Singh	For	For	For	For	A vote FOR the director nominees is warranted.
PAR Technology Corporation	06/03/2024	Management	6	Elect Director Savneet Singh	For	For	For	For	A vote FOR the director nominees is warranted.
PAR Technology Corporation	06/03/2024	Management	7	Elect Director James C. Stoffel	For	For	For	For	A vote FOR the director nominees is warranted.
PAR Technology Corporation	06/03/2024	Management	8	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
PAR Technology Corporation	06/03/2024	Management	9	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
PAR Technology Corporation	06/03/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PAR Technology Corporation	06/03/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Paramount Global	06/04/2024	Management	1	Elect Director Robert M. Bakish - Withdrawn Resolution					
Paramount Global	06/04/2024	Management	2	Elect Director Barbara M. Byrne	For	For	Against	Against	Votes AGAINST Linda Griego are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Barbara Byrne and Judith McHale are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST governance committee members Charles Phillips Jr. and Susan Schuman, and controlling shareholder Shari Redstone, are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST compensation committee members Linda Griego and Judith McHale are warranted in the absence of a say-on-pay proposal on the ballot due to an unmitigated pay-for-performance misalignment.
Paramount Global	06/04/2024	Management	3	Elect Director Linda M. Griego	For	Against	Against	Against	Votes AGAINST Linda Griego are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Barbara Byrne and Judith McHale are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST governance committee members Charles Phillips Jr. and Susan Schuman, and controlling shareholder Shari Redstone, are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST compensation committee members Linda Griego and Judith McHale are warranted in the absence of a say-on-pay proposal on the ballot due to an unmitigated pay-for-performance misalignment.
Paramount Global	06/04/2024	Management	4	Elect Director Judith A. McHale	For	Against	Against	Against	Votes AGAINST Linda Griego are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Barbara Byrne and Judith McHale are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST governance committee members Charles Phillips Jr. and Susan Schuman, and controlling shareholder Shari Redstone, are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST compensation committee members Linda Griego and Judith McHale are warranted in the absence of a say-on-pay proposal on the ballot due to an unmitigated pay-for-performance misalignment.
Paramount Global	06/04/2024	Management	5	Elect Director Charles E. Phillips, Jr.	For	Against	Against	Against	Votes AGAINST Linda Griego are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Barbara Byrne and Judith McHale are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST governance committee members Charles Phillips Jr. and Susan Schuman, and controlling shareholder Shari Redstone, are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST compensation committee members Linda Griego and Judith McHale are warranted in the absence of a say-on-pay proposal on the ballot due to an unmitigated pay-for-performance misalignment.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Paramount Global	06/04/2024	Management	6	Elect Director Shari E. Redstone	For	Against	Against	Against	Votes AGAINST Linda Griego are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Barbara Byrne and Judith McHale are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST governance committee members Charles Phillips Jr. and Susan Schuman, and controlling shareholder Shari Redstone, are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST compensation committee members Linda Griego and Judith McHale are warranted in the absence of a say-on-pay proposal on the ballot due to an unmitigated pay-for-performance misalignment.
Paramount Global	06/04/2024	Management	7	Elect Director Susan Schuman	For	Against	Against	Against	Votes AGAINST Linda Griego are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Barbara Byrne and Judith McHale are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST governance committee members Charles Phillips Jr. and Susan Schuman, and controlling shareholder Shari Redstone, are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST compensation committee members Linda Griego and Judith McHale are warranted in the absence of a say-on-pay proposal on the ballot due to an unmitigated pay-for-performance misalignment.
Paramount Global	06/04/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Paramount Global	06/04/2024	Management	9	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Paramount Global	06/04/2024	Management	10	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and decisions regarding the company's response to shareholder litigation will be made by a board that lacks accountability to public shareholders.
Paramount Global	06/04/2024	Shareholder	11	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR the proposal is warranted. While current severance arrangements are reasonable, the company lacks a mechanism that would require shareholder approval in order for excessive cash severance to be payable in all contexts. The requested policy would ensure that shareholders have such a safeguard. In addition, the proposal is non-binding and is not considered to be overly prescriptive.
Paramount Global	06/04/2024	Shareholder	12	Report on Use of Artificial Intelligence	Against	For	For	For	A vote FOR this proposal is warranted, as improved transparency and the disclosure of ethical guidelines would provide shareholders the ability to evaluate the benefits and risks associated with the company's use of AI.
Park National Corporation	04/22/2024	Management	1	Elect Director F. William Englefield, IV	For	For	Against	Against	Votes AGAINST non-independent nominees David Trautman, Leon Zazworsky and F. William Englefield IV are warranted for lack of a majority independent board. Votes AGAINST Leon Zazworsky and F. William Englefield IV are also warranted for serving as non-independent members of a key board committee. A vote FOR Jason N. Judd is warranted.
Park National Corporation	04/22/2024	Management	2	Elect Director Jason N. Judd	For	For	For	For	Votes AGAINST non-independent nominees David Trautman, Leon Zazworsky and F. William Englefield IV are warranted for lack of a majority independent board. Votes AGAINST Leon Zazworsky and F. William Englefield IV are also warranted for serving as non-independent members of a key board committee. A vote FOR Jason N. Judd is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Park National Corporation	04/22/2024	Management	3	Elect Director David L. Trautman	For	For	Against	Against	Votes AGAINST non-independent nominees David Trautman, Leon Zazworsky and F. William Englefield IV are warranted for lack of a majority independent board. Votes AGAINST Leon Zazworsky and F. William Englefield IV are also warranted for serving as non-independent members of a key board committee. A vote FOR Jason N. Judd is warranted.
Park National Corporation	04/22/2024	Management	4	Elect Director Leon Zazworsky	For	For	Against	Against	Votes AGAINST non-independent nominees David Trautman, Leon Zazworsky and F. William Englefield IV are warranted for lack of a majority independent board. Votes AGAINST Leon Zazworsky and F. William Englefield IV are also warranted for serving as non-independent members of a key board committee. A vote FOR Jason N. Judd is warranted.
Park National Corporation	04/22/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Park National Corporation	04/22/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Park National Corporation	04/22/2024	Management	7	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Parke Bancorp, Inc.	04/23/2024	Management	1	Elect Director Daniel J. Dalton	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Dalton, Arret Dobson and Anthony (Tony) Jannetti are warranted for lack of a majority independent board.WITHHOLD votes for Daniel Dalton and Arret Dobson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee members Daniel Dalton and Arret Dobson are also warranted for lack of racial/ethnic diversity on the board.WITHHOLD votes for incumbent compensation committee members Daniel Dalton and Arret Dobson are further warranted due to concerns regarding the company's executive compensation practices.
Parke Bancorp, Inc.	04/23/2024	Management	2	Elect Director Arret F. Dobson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Dalton, Arret Dobson and Anthony (Tony) Jannetti are warranted for lack of a majority independent board.WITHHOLD votes for Daniel Dalton and Arret Dobson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee members Daniel Dalton and Arret Dobson are also warranted for lack of racial/ethnic diversity on the board.WITHHOLD votes for incumbent compensation committee members Daniel Dalton and Arret Dobson are further warranted due to concerns regarding the company's executive compensation practices.
Parke Bancorp, Inc.	04/23/2024	Management	3	Elect Director Anthony J. Jannetti - Withdrawn Resolution					
Parke Bancorp, Inc.	04/23/2024	Management	4	Ratify S.R. Snodgrass, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Park-Ohio Holdings Corp.	05/23/2024	Management	1	Elect Director Matthew V. Crawford	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew Crawford, James Wert and Ronna Romney are warranted for lack of a majority independent board. WITHHOLD votes for James Wert and Ronna Romney are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for James Wert are warranted for lack of diversity on the board.
Park-Ohio Holdings Corp.	05/23/2024	Management	2	Elect Director Ronna Romney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew Crawford, James Wert and Ronna Romney are warranted for lack of a majority independent board. WITHHOLD votes for James Wert and Ronna Romney are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for James Wert are warranted for lack of diversity on the board.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Park-Ohio Holdings Corp.	05/23/2024	Management	3	Elect Director James W. Wert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew Crawford, James Wert and Ronna Romney are warranted for lack of a majority independent board. WITHHOLD votes for James Wert and Ronna Romney are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for James Wert are warranted for lack of diversity on the board.
Park-Ohio Holdings Corp.	05/23/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Parsons Corporation	04/16/2024	Management	1	Elect Director Mark K. Holdsworth	For	Withhold	Withhold	Withhold	WITHHOLD votes for Steven Leer, Mark Holdsworth and M. Christian (Chris) Mitchell are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Mark Holdsworth and M. Christian (Chris) Mitchell given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR David C. Wajsgras is warranted.
Parsons Corporation	04/16/2024	Management	2	Elect Director Steven F. Leer	For	For	Withhold	Withhold	WITHHOLD votes for Steven Leer, Mark Holdsworth and M. Christian (Chris) Mitchell are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Mark Holdsworth and M. Christian (Chris) Mitchell given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR David C. Wajsgras is warranted.
Parsons Corporation	04/16/2024	Management	3	Elect Director M. Christian Mitchell	For	Withhold	Withhold	Withhold	WITHHOLD votes for Steven Leer, Mark Holdsworth and M. Christian (Chris) Mitchell are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Mark Holdsworth and M. Christian (Chris) Mitchell given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR David C. Wajsgras is warranted.
Parsons Corporation	04/16/2024	Management	4	Elect Director David C. Wajsgras	For	For	For	For	WITHHOLD votes for Steven Leer, Mark Holdsworth and M. Christian (Chris) Mitchell are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Mark Holdsworth and M. Christian (Chris) Mitchell given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR David C. Wajsgras is warranted.
Parsons Corporation	04/16/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Parsons Corporation	04/16/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Patrick Industries, Inc.	05/16/2024	Management	1	Elect Director Joseph M. Cerulli	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Todd Cleveland, Andy Nemeth, Joseph Cerulli, John Forbes and Michael Kitson are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Cerulli, John Forbes and Michael Kitson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/16/2024	Management	2	Elect Director Todd M. Cleveland	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Todd Cleveland, Andy Nemeth, Joseph Cerulli, John Forbes and Michael Kitson are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Cerulli, John Forbes and Michael Kitson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Patrick Industries, Inc.	05/16/2024	Management	3	Elect Director John A. Forbes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Todd Cleveland, Andy Nemeth, Joseph Cerulli, John Forbes and Michael Kitson are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Cerulli, John Forbes and Michael Kitson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/16/2024	Management	4	Elect Director Michael A. Kitson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Todd Cleveland, Andy Nemeth, Joseph Cerulli, John Forbes and Michael Kitson are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Cerulli, John Forbes and Michael Kitson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/16/2024	Management	5	Elect Director Pamela R. Klyn	For	For	For	For	WITHHOLD votes for non-independent nominees Todd Cleveland, Andy Nemeth, Joseph Cerulli, John Forbes and Michael Kitson are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Cerulli, John Forbes and Michael Kitson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/16/2024	Management	6	Elect Director Derrick B. Mayes	For	For	For	For	WITHHOLD votes for non-independent nominees Todd Cleveland, Andy Nemeth, Joseph Cerulli, John Forbes and Michael Kitson are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Cerulli, John Forbes and Michael Kitson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/16/2024	Management	7	Elect Director Andy L. Nemeth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Todd Cleveland, Andy Nemeth, Joseph Cerulli, John Forbes and Michael Kitson are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Cerulli, John Forbes and Michael Kitson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/16/2024	Management	8	Elect Director Denis G. Suggs	For	For	For	For	WITHHOLD votes for non-independent nominees Todd Cleveland, Andy Nemeth, Joseph Cerulli, John Forbes and Michael Kitson are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Cerulli, John Forbes and Michael Kitson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/16/2024	Management	9	Elect Director M. Scott Welch	For	For	For	For	WITHHOLD votes for non-independent nominees Todd Cleveland, Andy Nemeth, Joseph Cerulli, John Forbes and Michael Kitson are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Cerulli, John Forbes and Michael Kitson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/16/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Patrick Industries, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Patterson-UTI Energy, Inc.	06/06/2024	Management	1	Elect Director Leslie A. Beyer	For	For	For	For	WITHHOLD votes for Curtis Huff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/06/2024	Management	2	Elect Director Tiffany (TJ) Thom Cepak	For	For	For	For	WITHHOLD votes for Curtis Huff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/06/2024	Management	3	Elect Director Robert W. Drummond	For	For	For	For	WITHHOLD votes for Curtis Huff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Patterson-UTI Energy, Inc.	06/06/2024	Management	4	Elect Director Gary M. Halverson	For	For	For	For	WITHHOLD votes for Curtis Huff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/06/2024	Management	5	Elect Director William Andrew Hendricks, Jr.	For	For	For	For	WITHHOLD votes for Curtis Huff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/06/2024	Management	6	Elect Director Curtis W. Huff	For	For	Withhold	Withhold	WITHHOLD votes for Curtis Huff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/06/2024	Management	7	Elect Director Cesar Jaime	For	For	For	For	WITHHOLD votes for Curtis Huff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/06/2024	Management	8	Elect Director Janeen S. Judah	For	For	For	For	WITHHOLD votes for Curtis Huff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/06/2024	Management	9	Elect Director Amy H. Nelson	For	For	For	For	WITHHOLD votes for Curtis Huff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/06/2024	Management	10	Elect Director Julie J. Robertson	For	For	For	For	WITHHOLD votes for Curtis Huff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/06/2024	Management	11	Elect Director James C. Stewart	For	For	For	For	WITHHOLD votes for Curtis Huff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/06/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Patterson-UTI Energy, Inc.	06/06/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Patterson-UTI Energy, Inc.	06/06/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Patterson-UTI Energy, Inc.	06/06/2024	Management	15	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Paymentus Holdings, Inc.	06/07/2024	Management	1	Elect Director Dushyant Sharma	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees: * as non-independent director nominees, for lack of a majority independent board; and * given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Jason Klein are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Dushyant Sharma and Jason Klein for failing to address the material weaknesses in the company's internal controls in consecutive years.
Paymentus Holdings, Inc.	06/07/2024	Management	2	Elect Director Jason Klein	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees: * as non-independent director nominees, for lack of a majority independent board; and * given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Jason Klein are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Dushyant Sharma and Jason Klein for failing to address the material weaknesses in the company's internal controls in consecutive years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Paymentus Holdings, Inc.	06/07/2024	Management	3	Elect Director Arun Oberoi	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees: * as non-independent director nominees, for lack of a majority independent board; and * given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Jason Klein are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Dushyant Sharma and Jason Klein for failing to address the material weaknesses in the company's internal controls in consecutive years.
Paymentus Holdings, Inc.	06/07/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Payoneer Global Inc.	05/30/2024	Management	1	Elect Director Sharda Caro del Castillo	For	For	For	For	WITHHOLD votes are warranted for director nominees Christopher (Woody) Marshall and Pamela Patsley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Sharda Caro del Castillo is warranted.
Payoneer Global Inc.	05/30/2024	Management	2	Elect Director Christopher (Woody) Marshall	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Christopher (Woody) Marshall and Pamela Patsley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Sharda Caro del Castillo is warranted.
Payoneer Global Inc.	05/30/2024	Management	3	Elect Director Pamela H. Patsley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Christopher (Woody) Marshall and Pamela Patsley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Sharda Caro del Castillo is warranted.
Payoneer Global Inc.	05/30/2024	Management	4	Ratify Kesselman & Kesselman as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Payoneer Global Inc.	05/30/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Paysafe Limited	05/23/2024	Management	1	Elect Director Daniel Henson	For	For	For	For	WITHHOLD votes for non-independent nominees Eli Nagler and Peter Rutland are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Paysafe Limited	05/23/2024	Management	2	Elect Director Anthony Jabbour	For	For	For	For	WITHHOLD votes for non-independent nominees Eli Nagler and Peter Rutland are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Paysafe Limited	05/23/2024	Management	3	Elect Director Eli Nagler	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eli Nagler and Peter Rutland are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Paysafe Limited	05/23/2024	Management	4	Elect Director Peter Rutland	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eli Nagler and Peter Rutland are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Paysafe Limited	05/23/2024	Management	5	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal is warranted.
PaySign, Inc.	05/03/2024	Management	1	Elect Director Mark R. Newcomer	For	For	For	For	WITHHOLD votes for Nominating Committee Chair Jeffrey Newman are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
PaySign, Inc.	05/03/2024	Management	2	Elect Director Matthew Lanford	For	For	For	For	WITHHOLD votes for Nominating Committee Chair Jeffrey Newman are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
PaySign, Inc.	05/03/2024	Management	3	Elect Director Joan M. Herman	For	For	For	For	WITHHOLD votes for Nominating Committee Chair Jeffrey Newman are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PaySign, Inc.	05/03/2024	Management	4	Elect Director Daniel R. Henry	For	For	For	For	WITHHOLD votes for Nominating Committee Chair Jeffrey Newman are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
PaySign, Inc.	05/03/2024	Management	5	Elect Director Bruce A. Mina	For	For	For	For	WITHHOLD votes for Nominating Committee Chair Jeffrey Newman are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
PaySign, Inc.	05/03/2024	Management	6	Elect Director Jeffrey B. Newman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Nominating Committee Chair Jeffrey Newman are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
PaySign, Inc.	05/03/2024	Management	7	Elect Director Dennis L. Triplett	For	For	For	For	WITHHOLD votes for Nominating Committee Chair Jeffrey Newman are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
PaySign, Inc.	05/03/2024	Management	8	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
PBF Energy Inc.	04/30/2024	Management	1	Elect Director Thomas J. Nimbley	For	For	For	For	Votes AGAINST E. Spencer Abraham are warranted for serving as a non-independent member of a key board committee. A cautionary FOR vote is warranted for Lawrence Ziemba as the company does not adequately disclose climate change-related risks and opportunities. A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	04/30/2024	Management	2	Elect Director Spencer Abraham	For	For	Against	Against	Votes AGAINST E. Spencer Abraham are warranted for serving as a non-independent member of a key board committee. A cautionary FOR vote is warranted for Lawrence Ziemba as the company does not adequately disclose climate change-related risks and opportunities. A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	04/30/2024	Management	3	Elect Director Paul J. Donahue, Jr.	For	For	For	For	Votes AGAINST E. Spencer Abraham are warranted for serving as a non-independent member of a key board committee. A cautionary FOR vote is warranted for Lawrence Ziemba as the company does not adequately disclose climate change-related risks and opportunities. A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	04/30/2024	Management	4	Elect Director S. Eugene Edwards	For	For	For	For	Votes AGAINST E. Spencer Abraham are warranted for serving as a non-independent member of a key board committee. A cautionary FOR vote is warranted for Lawrence Ziemba as the company does not adequately disclose climate change-related risks and opportunities. A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	04/30/2024	Management	5	Elect Director Georganne Hodges	For	For	For	For	Votes AGAINST E. Spencer Abraham are warranted for serving as a non-independent member of a key board committee. A cautionary FOR vote is warranted for Lawrence Ziemba as the company does not adequately disclose climate change-related risks and opportunities. A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	04/30/2024	Management	6	Elect Director Kimberly S. Lubel	For	For	For	For	Votes AGAINST E. Spencer Abraham are warranted for serving as a non-independent member of a key board committee. A cautionary FOR vote is warranted for Lawrence Ziemba as the company does not adequately disclose climate change-related risks and opportunities. A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	04/30/2024	Management	7	Elect Director Matthew C. Lucey	For	For	For	For	Votes AGAINST E. Spencer Abraham are warranted for serving as a non-independent member of a key board committee. A cautionary FOR vote is warranted for Lawrence Ziemba as the company does not adequately disclose climate change-related risks and opportunities. A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	04/30/2024	Management	8	Elect Director George E. Ogden	For	For	For	For	Votes AGAINST E. Spencer Abraham are warranted for serving as a non-independent member of a key board committee. A cautionary FOR vote is warranted for Lawrence Ziemba as the company does not adequately disclose climate change-related risks and opportunities. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PBF Energy Inc.	04/30/2024	Management	9	Elect Director Damian W. Wilmot	For	For	For	For	Votes AGAINST E. Spencer Abraham are warranted for serving as a non-independent member of a key board committee. A cautionary FOR vote is warranted for Lawrence Ziemba as the company does not adequately disclose climate change-related risks and opportunities. A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	04/30/2024	Management	10	Elect Director Lawrence M. Ziemba	For	For	For	For	Votes AGAINST E. Spencer Abraham are warranted for serving as a non-independent member of a key board committee. A cautionary FOR vote is warranted for Lawrence Ziemba as the company does not adequately disclose climate change-related risks and opportunities. A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	04/30/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
PBF Energy Inc.	04/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PC Connection, Inc.	05/15/2024	Management	1	Elect Director Patricia Gallup	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Board Chair Patricia Gallup for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
PC Connection, Inc.	05/15/2024	Management	2	Elect Director David Beffa-Negrini	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Board Chair Patricia Gallup for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
PC Connection, Inc.	05/15/2024	Management	3	Elect Director Jay Bothwick	For	For	For	For	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Board Chair Patricia Gallup for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
PC Connection, Inc.	05/15/2024	Management	4	Elect Director Barbara Duckett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Board Chair Patricia Gallup for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
PC Connection, Inc.	05/15/2024	Management	5	Elect Director Jack Ferguson	For	For	For	For	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Board Chair Patricia Gallup for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PC Connection, Inc.	05/15/2024	Management	6	Elect Director Gary Kinyon	For	For	For	For	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Board Chair Patricia Gallup for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
PC Connection, Inc.	05/15/2024	Management	7	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PCB Bancorp	05/23/2024	Management	1	Elect Director Kijun Ahn	For	For	For	For	WITHHOLD votes for Sang Young Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/23/2024	Management	2	Elect Director Daniel Cho	For	For	For	For	WITHHOLD votes for Sang Young Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/23/2024	Management	3	Elect Director Haeyoung Cho	For	For	For	For	WITHHOLD votes for Sang Young Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/23/2024	Management	4	Elect Director Janice Chung	For	For	For	For	WITHHOLD votes for Sang Young Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/23/2024	Management	5	Elect Director Sang Young Lee	For	For	Withhold	Withhold	WITHHOLD votes for Sang Young Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/23/2024	Management	6	Elect Director Hong Kyun "Daniel" Park	For	For	For	For	WITHHOLD votes for Sang Young Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/23/2024	Management	7	Elect Director Don Rhee	For	For	For	For	WITHHOLD votes for Sang Young Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/23/2024	Management	8	Elect Director Henry Kim	For	For	For	For	WITHHOLD votes for Sang Young Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PCB Bancorp	05/23/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PCB Bancorp	05/23/2024	Management	11	Change Range for Size of the Board	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is relatively minor and it is not motivated by a desire to entrench management.
PCB Bancorp	05/23/2024	Management	12	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PDF Solutions, Inc.	06/18/2024	Management	1	Elect Director Chi-Foon Chan	For	For	For	For	A vote FOR all director nominees is warranted.
PDF Solutions, Inc.	06/18/2024	Management	2	Elect Director Kimon W. Michaels	For	For	For	For	A vote FOR all director nominees is warranted.
PDF Solutions, Inc.	06/18/2024	Management	3	Elect Director Shuo Zhang	For	For	For	For	A vote FOR all director nominees is warranted.
PDF Solutions, Inc.	06/18/2024	Management	4	Ratify BPM LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
PDF Solutions, Inc.	06/18/2024	Management	5	Amend Certificate of Incorporation to Include Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
PDF Solutions, Inc.	06/18/2024	Management	6	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues concerning the features of the plan were identified.
PDF Solutions, Inc.	06/18/2024	Management	7	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
PDF Solutions, Inc.	06/18/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Peabody Energy Corporation	05/09/2024	Management	1	Elect Director Bob Malone	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Peabody Energy Corporation	05/09/2024	Management	2	Elect Director M. Katherine Banks	For	For	For	For	A vote FOR all director nominees is warranted.
Peabody Energy Corporation	05/09/2024	Management	3	Elect Director Andrea E. Bertone	For	For	For	For	A vote FOR all director nominees is warranted.
Peabody Energy Corporation	05/09/2024	Management	4	Elect Director William H. Champion	For	For	For	For	A vote FOR all director nominees is warranted.
Peabody Energy Corporation	05/09/2024	Management	5	Elect Director Nicholas J. Chirekos	For	For	For	For	A vote FOR all director nominees is warranted.
Peabody Energy Corporation	05/09/2024	Management	6	Elect Director Stephen E. Gorman	For	For	For	For	A vote FOR all director nominees is warranted.
Peabody Energy Corporation	05/09/2024	Management	7	Elect Director James C. Grech	For	For	For	For	A vote FOR all director nominees is warranted.
Peabody Energy Corporation	05/09/2024	Management	8	Elect Director Joe W. Laymon	For	For	For	For	A vote FOR all director nominees is warranted.
Peabody Energy Corporation	05/09/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Peabody Energy Corporation	05/09/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Peabody Energy Corporation	05/09/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	1	Elect Director Carmen M. Bowser	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	2	Elect Director Patrick M. Campion	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	3	Elect Director Susan A. Cole	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	4	Elect Director Anthony J. Consi, II	For	For	Withhold	Withhold	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	5	Elect Director Richard Daingerfield	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	6	Elect Director Edward A. Gramigna, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	7	Elect Director Peter D. Horst	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	8	Elect Director Steven A. Kass	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	9	Elect Director Douglas L. Kennedy	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Peapack-Gladstone Financial Corporation	04/30/2024	Management	10	Elect Director F. Duffield Meyercord	For	For	Withhold	Withhold	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	11	Elect Director Patrick J. Mullen	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	12	Elect Director Philip W. Smith, III	For	For	Withhold	Withhold	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	13	Elect Director Tony Spinelli	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	14	Elect Director Beth Welsh	For	For	Withhold	Withhold	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II, Edward Gramigna Jr., Philip Smith III and Beth Welsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Peapack-Gladstone Financial Corporation	04/30/2024	Management	16	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Peapack-Gladstone Financial Corporation	04/30/2024	Management	17	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pediatrix Medical Group, Inc.	05/09/2024	Management	1	Elect Director Laura A. Linynsky	For	For	For	For	A vote FOR the director nominees is warranted.
Pediatrix Medical Group, Inc.	05/09/2024	Management	2	Elect Director Thomas A. McEachin	For	For	For	For	A vote FOR the director nominees is warranted.
Pediatrix Medical Group, Inc.	05/09/2024	Management	3	Elect Director Mark S. Ordan	For	For	For	For	A vote FOR the director nominees is warranted.
Pediatrix Medical Group, Inc.	05/09/2024	Management	4	Elect Director Michael A. Rucker	For	For	For	For	A vote FOR the director nominees is warranted.
Pediatrix Medical Group, Inc.	05/09/2024	Management	5	Elect Director Guy P. Sansone	For	For	For	For	A vote FOR the director nominees is warranted.
Pediatrix Medical Group, Inc.	05/09/2024	Management	6	Elect Director John M. Starcher, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Pediatrix Medical Group, Inc.	05/09/2024	Management	7	Elect Director James D. Swift	For	For	For	For	A vote FOR the director nominees is warranted.
Pediatrix Medical Group, Inc.	05/09/2024	Management	8	Elect Director Shirley A. Weis	For	For	For	For	A vote FOR the director nominees is warranted.
Pediatrix Medical Group, Inc.	05/09/2024	Management	9	Elect Director Sylvia J. Young	For	For	For	For	A vote FOR the director nominees is warranted.
Pediatrix Medical Group, Inc.	05/09/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pediatrix Medical Group, Inc.	05/09/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Pegasystems Inc.	06/18/2024	Management	1	Elect Director Alan Treffer	For	For	Against	Against	Votes AGAINST non-independent nominees Alan Treffer, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pegasystems Inc.	06/18/2024	Management	2	Elect Director Peter Gyenes	For	For	Against	Against	Votes AGAINST non-independent nominees Alan Treffer, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/18/2024	Management	3	Elect Director Richard Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Alan Treffer, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/18/2024	Management	4	Elect Director Christopher Lafond	For	For	Against	Against	Votes AGAINST non-independent nominees Alan Treffer, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/18/2024	Management	5	Elect Director Dianne Ledingham	For	For	For	For	Votes AGAINST non-independent nominees Alan Treffer, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pegasystems Inc.	06/18/2024	Management	6	Elect Director Sharon Rowlands	For	For	For	For	Votes AGAINST non-independent nominees Alan Treffer, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/18/2024	Management	7	Elect Director Larry Weber	For	Against	Against	Against	Votes AGAINST non-independent nominees Alan Treffer, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/18/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Pegasystems Inc.	06/18/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Penns Woods Bancorp, Inc.	05/07/2024	Management	1	Elect Director William J. Edwards	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee William Edwards are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee member Charles Kranich II are warranted for lack of racial/ethnic diversity on the board. In the absence of compensation committee members on the ballot, WITHHOLD votes for director nominees William Edwards, Cameron (Cam) Kephart, Charles Kranich II, and Jill Schwartz are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support and due to an unmitigated pay-for-performance misalignment. The CEO's base salary remains excessive and the equity awards lack objective performance criteria.
Penns Woods Bancorp, Inc.	05/07/2024	Management	2	Elect Director Cameron W. Kephart	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee William Edwards are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee member Charles Kranich II are warranted for lack of racial/ethnic diversity on the board. In the absence of compensation committee members on the ballot, WITHHOLD votes for director nominees William Edwards, Cameron (Cam) Kephart, Charles Kranich II, and Jill Schwartz are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support and due to an unmitigated pay-for-performance misalignment. The CEO's base salary remains excessive and the equity awards lack objective performance criteria.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Penns Woods Bancorp, Inc.	05/07/2024	Management	3	Elect Director Charles E. Kranich, II	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee William Edwards are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee member Charles Kranich II are warranted for lack of racial/ethnic diversity on the board. In the absence of compensation committee members on the ballot, WITHHOLD votes for director nominees William Edwards, Cameron (Cam) Kephart, Charles Kranich II, and Jill Schwartz are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support and due to an unmitigated pay-for-performance misalignment. The CEO's base salary remains excessive and the equity awards lack objective performance criteria.
Penns Woods Bancorp, Inc.	05/07/2024	Management	4	Elect Director Jill F. Schwartz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee William Edwards are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee member Charles Kranich II are warranted for lack of racial/ethnic diversity on the board. In the absence of compensation committee members on the ballot, WITHHOLD votes for director nominees William Edwards, Cameron (Cam) Kephart, Charles Kranich II, and Jill Schwartz are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support and due to an unmitigated pay-for-performance misalignment. The CEO's base salary remains excessive and the equity awards lack objective performance criteria.
Penns Woods Bancorp, Inc.	05/07/2024	Management	5	Ratify S.R. Snodgrass, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PennyMac Financial Services, Inc.	06/05/2024	Management	1	Elect Director David A. Spector	For	For	Against	Against	Votes AGAINST non-independent nominees David Spector, James Hunt, Douglas (Doug) Jones, Joseph Mazzella, Anne McCallion, and Farhad Nanji are warranted for lack of a majority independent board. Votes AGAINST James Hunt, Joseph Mazzella, and Farhad Nanji are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PennyMac Financial Services, Inc.	06/05/2024	Management	2	Elect Director James K. Hunt	For	For	Against	Against	Votes AGAINST non-independent nominees David Spector, James Hunt, Douglas (Doug) Jones, Joseph Mazzella, Anne McCallion, and Farhad Nanji are warranted for lack of a majority independent board. Votes AGAINST James Hunt, Joseph Mazzella, and Farhad Nanji are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PennyMac Financial Services, Inc.	06/05/2024	Management	3	Elect Director Jonathon S. Jacobson	For	For	For	For	Votes AGAINST non-independent nominees David Spector, James Hunt, Douglas (Doug) Jones, Joseph Mazzella, Anne McCallion, and Farhad Nanji are warranted for lack of a majority independent board. Votes AGAINST James Hunt, Joseph Mazzella, and Farhad Nanji are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PennyMac Financial Services, Inc.	06/05/2024	Management	4	Elect Director Doug Jones	For	For	Against	Against	Votes AGAINST non-independent nominees David Spector, James Hunt, Douglas (Doug) Jones, Joseph Mazzella, Anne McCallion, and Farhad Nanji are warranted for lack of a majority independent board. Votes AGAINST James Hunt, Joseph Mazzella, and Farhad Nanji are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PennyMac Financial Services, Inc.	06/05/2024	Management	5	Elect Director Patrick Kinsella	For	For	For	For	Votes AGAINST non-independent nominees David Spector, James Hunt, Douglas (Doug) Jones, Joseph Mazzella, Anne McCallion, and Farhad Nanji are warranted for lack of a majority independent board. Votes AGAINST James Hunt, Joseph Mazzella, and Farhad Nanji are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PennyMac Financial Services, Inc.	06/05/2024	Management	6	Elect Director Anne D. McCallion	For	For	Against	Against	Votes AGAINST non-independent nominees David Spector, James Hunt, Douglas (Doug) Jones, Joseph Mazzella, Anne McCallion, and Farhad Nanji are warranted for lack of a majority independent board. Votes AGAINST James Hunt, Joseph Mazzella, and Farhad Nanji are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PennyMac Financial Services, Inc.	06/05/2024	Management	7	Elect Director Joseph Mazzella	For	For	Against	Against	Votes AGAINST non-independent nominees David Spector, James Hunt, Douglas (Doug) Jones, Joseph Mazzella, Anne McCallion, and Farhad Nanji are warranted for lack of a majority independent board. Votes AGAINST James Hunt, Joseph Mazzella, and Farhad Nanji are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PennyMac Financial Services, Inc.	06/05/2024	Management	8	Elect Director Farhad Nanji	For	For	Against	Against	Votes AGAINST non-independent nominees David Spector, James Hunt, Douglas (Doug) Jones, Joseph Mazzella, Anne McCallion, and Farhad Nanji are warranted for lack of a majority independent board. Votes AGAINST James Hunt, Joseph Mazzella, and Farhad Nanji are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PennyMac Financial Services, Inc.	06/05/2024	Management	9	Elect Director Jeffrey A. Perlowitz	For	For	For	For	Votes AGAINST non-independent nominees David Spector, James Hunt, Douglas (Doug) Jones, Joseph Mazzella, Anne McCallion, and Farhad Nanji are warranted for lack of a majority independent board. Votes AGAINST James Hunt, Joseph Mazzella, and Farhad Nanji are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PennyMac Financial Services, Inc.	06/05/2024	Management	10	Elect Director Lisa M. Shalett	For	For	For	For	Votes AGAINST non-independent nominees David Spector, James Hunt, Douglas (Doug) Jones, Joseph Mazzella, Anne McCallion, and Farhad Nanji are warranted for lack of a majority independent board. Votes AGAINST James Hunt, Joseph Mazzella, and Farhad Nanji are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PennyMac Financial Services, Inc.	06/05/2024	Management	11	Elect Director Theodore W. Tozer	For	For	For	For	Votes AGAINST non-independent nominees David Spector, James Hunt, Douglas (Doug) Jones, Joseph Mazzella, Anne McCallion, and Farhad Nanji are warranted for lack of a majority independent board. Votes AGAINST James Hunt, Joseph Mazzella, and Farhad Nanji are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PennyMac Financial Services, Inc.	06/05/2024	Management	12	Elect Director Emily Youssouf	For	For	For	For	Votes AGAINST non-independent nominees David Spector, James Hunt, Douglas (Doug) Jones, Joseph Mazzella, Anne McCallion, and Farhad Nanji are warranted for lack of a majority independent board. Votes AGAINST James Hunt, Joseph Mazzella, and Farhad Nanji are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PennyMac Financial Services, Inc.	06/05/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PennyMac Financial Services, Inc.	06/05/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Penumbra, Inc.	06/05/2024	Management	1	Elect Director Adam Elsesser	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Adam Elsesser and Harpreet Grewal are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Penumbra, Inc.	06/05/2024	Management	2	Elect Director Harpreet Grewal	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Adam Elssesser and Harpreet Grewal are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Penumbra, Inc.	06/05/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Penumbra, Inc.	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Peoples Bancorp Inc.	04/25/2024	Management	1	Elect Director S. Craig Beam	For	For	For	For	WITHHOLD votes for Susan Rector and Carol Schneeberger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/25/2024	Management	2	Elect Director David F. Dierker	For	For	For	For	WITHHOLD votes for Susan Rector and Carol Schneeberger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/25/2024	Management	3	Elect Director W. Glenn Hogan	For	For	For	For	WITHHOLD votes for Susan Rector and Carol Schneeberger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/25/2024	Management	4	Elect Director Brooke W. James	For	For	For	For	WITHHOLD votes for Susan Rector and Carol Schneeberger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/25/2024	Management	5	Elect Director Susan D. Rector	For	For	Withhold	Withhold	WITHHOLD votes for Susan Rector and Carol Schneeberger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/25/2024	Management	6	Elect Director Kevin R. Reeves	For	For	For	For	WITHHOLD votes for Susan Rector and Carol Schneeberger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/25/2024	Management	7	Elect Director Carol A. Schneeberger	For	Withhold	Withhold	Withhold	WITHHOLD votes for Susan Rector and Carol Schneeberger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/25/2024	Management	8	Elect Director Frances A. Skinner	For	For	For	For	WITHHOLD votes for Susan Rector and Carol Schneeberger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/25/2024	Management	9	Elect Director Dwight E. Smith	For	For	For	For	WITHHOLD votes for Susan Rector and Carol Schneeberger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/25/2024	Management	10	Elect Director Michael N. Vittorio	For	For	For	For	WITHHOLD votes for Susan Rector and Carol Schneeberger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/25/2024	Management	11	Elect Director Tyler J. Wilcox	For	For	For	For	WITHHOLD votes for Susan Rector and Carol Schneeberger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Peoples Bancorp Inc.	04/25/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Peoples Bancorp Inc.	04/25/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Peoples Bancorp of North Carolina, Inc.	05/02/2024	Management	1	Elect Director James S. Abernethy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, Gary Matthews, and Dan Timmerman Sr. are warranted due to concerns regarding the company's compensation practices.
Peoples Bancorp of North Carolina, Inc.	05/02/2024	Management	2	Elect Director Robert C. Abernethy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, Gary Matthews, and Dan Timmerman Sr. are warranted due to concerns regarding the company's compensation practices.
Peoples Bancorp of North Carolina, Inc.	05/02/2024	Management	3	Elect Director Kimberly Boyd-Leaks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, Gary Matthews, and Dan Timmerman Sr. are warranted due to concerns regarding the company's compensation practices.
Peoples Bancorp of North Carolina, Inc.	05/02/2024	Management	4	Elect Director Douglas S. Howard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, Gary Matthews, and Dan Timmerman Sr. are warranted due to concerns regarding the company's compensation practices.

# B.1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Peoples Bancorp of North Carolina, Inc.	05/02/2024	Management	5	Elect Director John W. Lineberger, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, Gary Matthews, and Dan Timmerman Sr. are warranted due to concerns regarding the company's compensation practices.
Peoples Bancorp of North Carolina, Inc.	05/02/2024	Management	6	Elect Director Gary E. Matthews	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, Gary Matthews, and Dan Timmerman Sr. are warranted due to concerns regarding the company's compensation practices.
Peoples Bancorp of North Carolina, Inc.	05/02/2024	Management	7	Elect Director Billy L. Price, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, Gary Matthews, and Dan Timmerman Sr. are warranted due to concerns regarding the company's compensation practices.
Peoples Bancorp of North Carolina, Inc.	05/02/2024	Management	8	Elect Director Larry E. Robinson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, Gary Matthews, and Dan Timmerman Sr. are warranted due to concerns regarding the company's compensation practices.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Peoples Bancorp of North Carolina, Inc.	05/02/2024	Management	9	Elect Director William Gregory Terry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, Gary Matthews, and Dan Timmerman Sr. are warranted due to concerns regarding the company's compensation practices.
Peoples Bancorp of North Carolina, Inc.	05/02/2024	Management	10	Elect Director Dan Ray Timmerman, Sr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, Gary Matthews, and Dan Timmerman Sr. are warranted due to concerns regarding the company's compensation practices.
Peoples Bancorp of North Carolina, Inc.	05/02/2024	Management	11	Elect Director Benjamin I. Zachary	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, Gary Matthews, and Dan Timmerman Sr. are warranted due to concerns regarding the company's compensation practices.
Peoples Bancorp of North Carolina, Inc.	05/02/2024	Management	12	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Peoples Financial Services Corp.	03/22/2024	Management	1	Issue Shares in Connection with Merger	For	For	For	For	While the negative market reaction and subsequent underperformance are a cause for concern, the strategic rationale appears compelling, as the transaction would expand PFIS' scale and geographic footprint, diversify its loan portfolio, would enable the combined company to realize cost savings, and is expected to be accretive to EPS and have a reasonable 2.4-year earnback. On balance, cautionary support FOR this proposal is warranted.
Peoples Financial Services Corp.	03/22/2024	Management	2	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Peoples Financial Services Corp.	03/22/2024	Management	3	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance to the eligible NEO is double trigger and reasonably based, no excise tax gross-ups are payable, and no equity acceleration is expected.
Peoples Financial Services Corp.	03/22/2024	Management	4	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, given the underlying transaction merits cautionary support.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Peoples Financial Services Corp.	05/11/2024	Management	1	Elect Director Richard S. Lochen, Jr.	For	Against	Against	Against	Votes AGAINST non-independent nominee Richard Lochen Jr. are warranted for lack of a majority independent board. Votes AGAINST Richard Lochen Jr. are further warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Richard Lochen Jr. and James Nicholas are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
Peoples Financial Services Corp.	05/11/2024	Management	2	Elect Director James B. Nicholas	For	For	Against	Against	Votes AGAINST non-independent nominee Richard Lochen Jr. are warranted for lack of a majority independent board. Votes AGAINST Richard Lochen Jr. are further warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Richard Lochen Jr. and James Nicholas are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
Peoples Financial Services Corp.	05/11/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Peoples Financial Services Corp.	05/11/2024	Management	4	Ratify Baker Tilly US, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Perdoceo Education Corporation	05/23/2024	Management	1	Elect Director Dennis H. Chookaszian	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory Jackson, Todd Nelson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Gregory Jackson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/23/2024	Management	2	Elect Director Kenda B. Gonzales	For	For	For	For	Votes AGAINST non-independent nominees Gregory Jackson, Todd Nelson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Gregory Jackson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/23/2024	Management	3	Elect Director Patrick W. Gross	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory Jackson, Todd Nelson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Gregory Jackson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/23/2024	Management	4	Elect Director William D. Hansen	For	For	For	For	Votes AGAINST non-independent nominees Gregory Jackson, Todd Nelson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Gregory Jackson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/23/2024	Management	5	Elect Director Gregory L. Jackson	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory Jackson, Todd Nelson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Gregory Jackson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/23/2024	Management	6	Elect Director Todd S. Nelson	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory Jackson, Todd Nelson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Gregory Jackson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Perdoceo Education Corporation	05/23/2024	Management	7	Elect Director Leslie T. Thornton	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory Jackson, Todd Nelson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Gregory Jackson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/23/2024	Management	8	Elect Director Alan D. Wheat	For	For	For	For	Votes AGAINST non-independent nominees Gregory Jackson, Todd Nelson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Gregory Jackson, Dennis Chookaszian, Patrick (Pat) Gross and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Perdoceo Education Corporation	05/23/2024	Management	10	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Perella Weinberg Partners	05/22/2024	Management	1	Elect Director Peter A. Weinberg	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Peter Weinberg and Dietrich Becker for lack of a majority independent board and due to the company's lack of a formal nominating committee. In the absence of a formal Nominating Committee, WITHHOLD votes are further warranted for board chair Peter Weinberg for lack of racial/ethnic diversity on the board. In the absence of a formal Governance Committee, WITHHOLD votes are further warranted for incumbent director nominees Peter Weinberg, Dietrich Becker, Elizabeth (Beth) Fascitelli, and Jane Sherburne given the board's failure to remove, or subject to a time-based sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Peter Weinberg as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee members Elizabeth (Beth) Fascitelli, and Jane Sherburne given that the identified pay-for-performance misalignment has not been mitigated at this time. Bonuses are discretionary in amount and are based on undisclosed performance evaluations. In addition, equity award modifications were made in respect to the former CEO's equity awards.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Perella Weinberg Partners	05/22/2024	Management	2	Elect Director Dietrich Becker	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Peter Weinberg and Dietrich Becker for lack of a majority independent board and due to the company's lack of a formal nominating committee. In the absence of a formal Nominating Committee, WITHHOLD votes are further warranted for board chair Peter Weinberg for lack of racial/ethnic diversity on the board. In the absence of a formal Governance Committee, WITHHOLD votes are further warranted for incumbent director nominees Peter Weinberg, Dietrich Becker, Elizabeth (Beth) Fascitelli, and Jane Sherburne given the board's failure to remove, or subject to a time-based sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Peter Weinberg as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee members Elizabeth (Beth) Fascitelli, and Jane Sherburne given that the identified pay-for-performance misalignment has not been mitigated at this time. Bonuses are discretionary in amount and are based on undisclosed performance evaluations. In addition, equity award modifications were made in respect to the former CEO's equity awards.
Perella Weinberg Partners	05/22/2024	Management	3	Elect Director Jane C. Sherburne	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Peter Weinberg and Dietrich Becker for lack of a majority independent board and due to the company's lack of a formal nominating committee. In the absence of a formal Nominating Committee, WITHHOLD votes are further warranted for board chair Peter Weinberg for lack of racial/ethnic diversity on the board. In the absence of a formal Governance Committee, WITHHOLD votes are further warranted for incumbent director nominees Peter Weinberg, Dietrich Becker, Elizabeth (Beth) Fascitelli, and Jane Sherburne given the board's failure to remove, or subject to a time-based sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Peter Weinberg as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee members Elizabeth (Beth) Fascitelli, and Jane Sherburne given that the identified pay-for-performance misalignment has not been mitigated at this time. Bonuses are discretionary in amount and are based on undisclosed performance evaluations. In addition, equity award modifications were made in respect to the former CEO's equity awards.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Perella Weinberg Partners	05/22/2024	Management	4	Elect Director Elizabeth (Beth) Cogan Fascitelli	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Peter Weinberg and Dietrich Becker for lack of a majority independent board and due to the company's lack of a formal nominating committee. In the absence of a formal Nominating Committee, WITHHOLD votes are further warranted for board chair Peter Weinberg for lack of racial/ethnic diversity on the board. In the absence of a formal Governance Committee, WITHHOLD votes are further warranted for incumbent director nominees Peter Weinberg, Dietrich Becker, Elizabeth (Beth) Fascitelli, and Jane Sherburne given the board's failure to remove, or subject to a time-based sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Peter Weinberg as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee members Elizabeth (Beth) Fascitelli, and Jane Sherburne given that the identified pay-for-performance misalignment has not been mitigated at this time. Bonuses are discretionary in amount and are based on undisclosed performance evaluations. In addition, equity award modifications were made in respect to the former CEO's equity awards.
Perella Weinberg Partners	05/22/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Perella Weinberg Partners	05/22/2024	Management	6	Amend Certificate of Incorporation to Update the Exculpation Provision	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Moreover, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
Perficient, Inc.	05/29/2024	Management	1	Elect Director Romil Bahl	For	For	For	For	Votes AGAINST David Lundeen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/29/2024	Management	2	Elect Director Jeffrey S. Davis	For	For	For	For	Votes AGAINST David Lundeen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/29/2024	Management	3	Elect Director Thomas J. Hogan	For	For	For	For	Votes AGAINST David Lundeen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/29/2024	Management	4	Elect Director Jill A. Jones	For	For	For	For	Votes AGAINST David Lundeen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/29/2024	Management	5	Elect Director David S. Lundeen	For	For	Against	Against	Votes AGAINST David Lundeen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/29/2024	Management	6	Elect Director Brian L. Matthews	For	For	For	For	Votes AGAINST David Lundeen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/29/2024	Management	7	Elect Director Nancy C. Pechloff	For	For	For	For	Votes AGAINST David Lundeen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/29/2024	Management	8	Elect Director Gary M. Wimberly	For	For	For	For	Votes AGAINST David Lundeen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/29/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Perficient, Inc.	05/29/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Performant Financial Corporation	06/18/2024	Management	1	Elect Director Lisa C. Im	For	For	For	For	A vote FOR the director nominees is warranted.
Performant Financial Corporation	06/18/2024	Management	2	Elect Director Bradley M. Fluegel	For	For	For	For	A vote FOR the director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Performant Financial Corporation	06/18/2024	Management	3	Ratify Baker Tilly US, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Performant Financial Corporation	06/18/2024	Management	4	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Performant Financial Corporation	06/18/2024	Management	5	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Perrigo Company plc	05/02/2024	Management	1	Elect Director Bradley A. Alford	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	2	Elect Director Orlando D. Ashford	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	3	Elect Director Julia M. Brown	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	4	Elect Director Katherine C. Doyle	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	5	Elect Director Adriana Karaboutis	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	6	Elect Director Jeffrey B. Kindler	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	7	Elect Director Patrick Lockwood-Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	8	Elect Director Albert A. Manzone	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	9	Elect Director Donal O'Connor	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	10	Elect Director Geoffrey M. Parker	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	11	Ratify Ernst & Young LLP as Auditors and Authorise Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Perrigo Company plc	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Perrigo Company plc	05/02/2024	Management	13	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts and durations are not within recommended limits.
Perrigo Company plc	05/02/2024	Management	14	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts and durations are not within recommended limits.
PetIQ, Inc.	06/07/2024	Management	1	Elect Director McCord Christensen	For	For	For	For	A vote FOR the director nominees is warranted.
PetIQ, Inc.	06/07/2024	Management	2	Elect Director Allan Hall	For	For	For	For	A vote FOR the director nominees is warranted.
PetIQ, Inc.	06/07/2024	Management	3	Elect Director Kimberly Lefko	For	For	For	For	A vote FOR the director nominees is warranted.
PetIQ, Inc.	06/07/2024	Management	4	Elect Director Sheryl O'Loughlin	For	For	For	For	A vote FOR the director nominees is warranted.
PetIQ, Inc.	06/07/2024	Management	5	Elect Director Kenneth Walker	For	For	For	For	A vote FOR the director nominees is warranted.
PetIQ, Inc.	06/07/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PetIQ, Inc.	06/07/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
PetIQ, Inc.	06/07/2024	Management	8	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
PGT Innovations, Inc.	03/18/2024	Management	1	Approve Merger Agreement	For	For	For	For	Considering the thorough sales process, the premium to the unaffected and all-time high closing price, the certainty of value inherent in cash consideration, and apparent downside risk in the event of non-approval, a vote FOR this proposal is warranted.
PGT Innovations, Inc.	03/18/2024	Management	2	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance arrangements are reasonable, there are significant concerns regarding equity award treatment. Specifically, outstanding equity awards are subject to single trigger vesting, and a metric will be treated as achieved at the maximum level.
PGT Innovations, Inc.	03/18/2024	Management	3	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted, as it may enable PGTI to pursue additional remedies should Mitter breach the merger agreement, contemplated under Item 1.
PGT Innovations, Inc.	03/18/2024	Management	4	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the merger agreement merits shareholder support.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Photronics, Inc.	03/27/2024	Management	1	Elect Director Walter M. Fiederowicz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz, George Macricostas and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/27/2024	Management	2	Elect Director Frank Lee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz, George Macricostas and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/27/2024	Management	3	Elect Director Adam Lewis	For	For	For	For	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz, George Macricostas and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/27/2024	Management	4	Elect Director Daniel Liao	For	For	For	For	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz, George Macricostas and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/27/2024	Management	5	Elect Director Constantine S. Macricostas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz, George Macricostas and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/27/2024	Management	6	Elect Director George Macricostas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz, George Macricostas and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/27/2024	Management	7	Elect Director Mary Paladino	For	For	For	For	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz, George Macricostas and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/27/2024	Management	8	Elect Director Mitchell G. Tyson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz, George Macricostas and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/27/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Photronics, Inc.	03/27/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Phreesia, Inc.	06/26/2024	Management	1	Elect Director Lisa Egbuonu-Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Phreesia, Inc.	06/26/2024	Management	2	Elect Director Lainie Goldstein	For	For	For	For	A vote FOR all director nominees is warranted.
Phreesia, Inc.	06/26/2024	Management	3	Elect Director Ramin Sayar	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Phreesia, Inc.	06/26/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Phreesia, Inc.	06/26/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PHX Minerals Inc.	05/16/2024	Management	1	Elect Director Lee M. Canaan	For	For	For	For	A vote FOR all director nominees is warranted.
PHX Minerals Inc.	05/16/2024	Management	2	Elect Director Glen A. Brown	For	For	For	For	A vote FOR all director nominees is warranted.
PHX Minerals Inc.	05/16/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PHX Minerals Inc.	05/16/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PHX Minerals Inc.	05/16/2024	Management	5	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns with the company's past use of shares.
Pilgrim's Pride Corporation	05/01/2024	Management	1	Elect Director Gilberto Tomazoni	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	2	Elect Director Wesley Mendonca Batista	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	3	Elect Director Joesley Mendonca Batista	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	4	Elect Director Andre Nogueira de Souza	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	5	Elect Director Farha Aslam	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	6	Elect Director Raul Padilla	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pilgrim's Pride Corporation	05/01/2024	Management	7	Elect Director Wallim Cruz de Vasconcellos, Junior	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	8	Elect Director Arquimedes A. Celis	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	9	Elect Director Ajay Menon	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Pilgrim's Pride Corporation	05/01/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	1	Elect Director Abney S. Boxley, III	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	2	Elect Director Charles E. Brock	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	3	Elect Director Renda J. Burkhart	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	4	Elect Director Gregory L. Burns	For	For	Against	Against	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	5	Elect Director Richard D. Callicutt, II	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	6	Elect Director Thomas C. Farnsworth, III	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	7	Elect Director Joseph C. Galante	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	8	Elect Director Glenda Baskin Glover	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	9	Elect Director David B. Ingram	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	10	Elect Director Decosta E. Jenkins	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	11	Elect Director Robert A. McCabe, Jr.	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	12	Elect Director G. Kennedy Thompson	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pinnacle Financial Partners, Inc.	04/23/2024	Management	13	Elect Director M. Terry Turner	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	14	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	16	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Piper Sandler Companies	05/23/2024	Management	1	Elect Director Chad R. Abraham	For	For	For	For	Votes AGAINST Philip (Phil) Soran are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/23/2024	Management	2	Elect Director Jonathan J. Doyle	For	For	For	For	Votes AGAINST Philip (Phil) Soran are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/23/2024	Management	3	Elect Director William R. Fitzgerald	For	For	For	For	Votes AGAINST Philip (Phil) Soran are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/23/2024	Management	4	Elect Director Victoria M. Holt	For	For	For	For	Votes AGAINST Philip (Phil) Soran are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/23/2024	Management	5	Elect Director Robbin Mitchell	For	For	For	For	Votes AGAINST Philip (Phil) Soran are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/23/2024	Management	6	Elect Director Thomas S. Schreier	For	For	For	For	Votes AGAINST Philip (Phil) Soran are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/23/2024	Management	7	Elect Director Sherry M. Smith	For	For	For	For	Votes AGAINST Philip (Phil) Soran are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/23/2024	Management	8	Elect Director Philip E. Soran	For	For	Against	Against	Votes AGAINST Philip (Phil) Soran are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/23/2024	Management	9	Elect Director Brian R. Sterling	For	For	For	For	Votes AGAINST Philip (Phil) Soran are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/23/2024	Management	10	Elect Director Scott C. Taylor	For	For	For	For	Votes AGAINST Philip (Phil) Soran are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/23/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Piper Sandler Companies	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Pitney Bowes Inc.	05/06/2024	Management	1	Elect Director Milena Alberti-Perez	For	For	For	For	A vote FOR all director nominees is warranted.
Pitney Bowes Inc.	05/06/2024	Management	2	Elect Director Todd Everett	For	For	For	For	A vote FOR all director nominees is warranted.
Pitney Bowes Inc.	05/06/2024	Management	3	Elect Director Lance Rosenzweig	For	For	For	For	A vote FOR all director nominees is warranted.
Pitney Bowes Inc.	05/06/2024	Management	4	Elect Director Jill Sutton	For	For	For	For	A vote FOR all director nominees is warranted.
Pitney Bowes Inc.	05/06/2024	Management	5	Elect Director Kurt Wolf	For	For	For	For	A vote FOR all director nominees is warranted.
Pitney Bowes Inc.	05/06/2024	Management	6	Ratify Pricewaterhousecoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pitney Bowes Inc.	05/06/2024	Management	7	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.
Pitney Bowes Inc.	05/06/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Pitney Bowes Inc.	05/06/2024	Management	9	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pitney Bowes Inc.	05/06/2024	Management	10	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.61 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Pixelworks, Inc.	05/13/2024	Management	1	Elect Director Todd A. DeBonis	For	For	For	For	WITHHOLD votes for Daniel Heneghan and Charles Scott Gibson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pixelworks, Inc.	05/13/2024	Management	2	Elect Director Amy L. Bunszel	For	For	For	For	WITHHOLD votes for Daniel Heneghan and Charles Scott Gibson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pixelworks, Inc.	05/13/2024	Management	3	Elect Director Dean W. Butler	For	For	For	For	WITHHOLD votes for Daniel Heneghan and Charles Scott Gibson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pixelworks, Inc.	05/13/2024	Management	4	Elect Director C. Scott Gibson	For	For	Withhold	Withhold	WITHHOLD votes for Daniel Heneghan and Charles Scott Gibson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pixelworks, Inc.	05/13/2024	Management	5	Elect Director Daniel J. Heneghan	For	For	Withhold	Withhold	WITHHOLD votes for Daniel Heneghan and Charles Scott Gibson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pixelworks, Inc.	05/13/2024	Management	6	Elect Director John Y. Liu	For	For	For	For	WITHHOLD votes for Daniel Heneghan and Charles Scott Gibson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pixelworks, Inc.	05/13/2024	Management	7	Elect Director David J. Tupman	For	For	For	For	WITHHOLD votes for Daniel Heneghan and Charles Scott Gibson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pixelworks, Inc.	05/13/2024	Management	8	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
Pixelworks, Inc.	05/13/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Pixelworks, Inc.	05/13/2024	Management	10	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Planet Fitness, Inc.	04/30/2024	Management	1	Elect Director Bernard Acoca	For	Withhold	Withhold	Withhold	A vote WITHHOLD governance committee member Bernard Acoca is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Frances Rathke is warranted.
Planet Fitness, Inc.	04/30/2024	Management	2	Elect Director Frances Rathke	For	For	For	For	A vote WITHHOLD governance committee member Bernard Acoca is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Frances Rathke is warranted.
Planet Fitness, Inc.	04/30/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Planet Fitness, Inc.	04/30/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Planet Fitness, Inc.	04/30/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Playa Hotels & Resorts N.V.	05/16/2024	Management	1	Elect Director Bruce D. Wardinski	For	For	For	For	A vote FOR the director nominees is warranted.
Playa Hotels & Resorts N.V.	05/16/2024	Management	2	Elect Director Jeanmarie Cooney	For	For	For	For	A vote FOR the director nominees is warranted.
Playa Hotels & Resorts N.V.	05/16/2024	Management	3	Elect Director Hal Stanley Jones	For	For	For	For	A vote FOR the director nominees is warranted.
Playa Hotels & Resorts N.V.	05/16/2024	Management	4	Elect Director Mahmood Khimji	For	For	For	For	A vote FOR the director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Playa Hotels & Resorts N.V.	05/16/2024	Management	5	Elect Director Elizabeth Lieberman	For	For	For	For	A vote FOR the director nominees is warranted.
Playa Hotels & Resorts N.V.	05/16/2024	Management	6	Elect Director Maria Miller	For	For	For	For	A vote FOR the director nominees is warranted.
Playa Hotels & Resorts N.V.	05/16/2024	Management	7	Elect Director Leticia Navarro	For	For	For	For	A vote FOR the director nominees is warranted.
Playa Hotels & Resorts N.V.	05/16/2024	Management	8	Elect Director Karl Peterson	For	For	For	For	A vote FOR the director nominees is warranted.
Playa Hotels & Resorts N.V.	05/16/2024	Management	9	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the approval of the financial statements is warranted due to a lack of concerns regarding the accounts presented.
Playa Hotels & Resorts N.V.	05/16/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Playa Hotels & Resorts N.V.	05/16/2024	Management	11	Ratify Deloitte Accountants B.V. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Playa Hotels & Resorts N.V.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Playa Hotels & Resorts N.V.	05/16/2024	Management	13	Approve Discharge of Directors	For	For	For	For	A vote FOR is warranted because of the absence of any information about significant and compelling controversies suggesting that the management board and/or supervisory board are not fulfilling their fiduciary duties.
Playa Hotels & Resorts N.V.	05/16/2024	Management	14	Authorization of the Board to Acquire Shares and Depository Receipts for Shares in the Capital of the Company	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company has not provided a compelling rationale for seeking authority to repurchase up to 20 percent of issued share capital in purchases which may include off-market transactions.
Playa Hotels & Resorts N.V.	05/16/2024	Management	15	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Pre-emptive Rights	For	For	For	For	A vote FOR Item 8a is warranted as the proposed amount falls within recommended limits. A vote AGAINST item 8b is warranted because the proposed amount, in addition the item 8a, would exceed the 10 percent guideline for issuances without preemptive rights.
Playa Hotels & Resorts N.V.	05/16/2024	Management	16	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital Plus Additional 10 Percent and Exclude Pre-emptive Rights	For	For	Against	Against	A vote FOR Item 8a is warranted as the proposed amount falls within recommended limits. A vote AGAINST item 8b is warranted because the proposed amount, in addition the item 8a, would exceed the 10 percent guideline for issuances without preemptive rights.
PlayAGS, Inc.	06/21/2024	Management	1	Elect Director Yvette E. Landau	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Geoff Freeman and Yvette Landau due to following reasons: * As incumbent director nominees, due to the insufficient response to Anna Massion-Greenberg's failure to receive majority shareholder support at the 2023 annual meeting; and * As Governance Committee members, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
PlayAGS, Inc.	06/21/2024	Management	2	Elect Director Geoff Freeman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Geoff Freeman and Yvette Landau due to following reasons: * As incumbent director nominees, due to the insufficient response to Anna Massion-Greenberg's failure to receive majority shareholder support at the 2023 annual meeting; and * As Governance Committee members, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
PlayAGS, Inc.	06/21/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
PlayAGS, Inc.	06/21/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PLAYSTUDIOS, Inc.	06/04/2024	Management	1	Elect Director Andrew Pascal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Jason Krikorian for lack of racial/ethnic diversity on the board. WITHHOLD votes are further warranted for Governance Committee chair Jason Krikorian given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for incumbent Governance Committee members Jason Krikorian and Joe Horowitz for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Andrew Pascal as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
PLAYSTUDIOS, Inc.	06/04/2024	Management	2	Elect Director James Murren	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Jason Krikorian for lack of racial/ethnic diversity on the board. WITHHOLD votes are further warranted for Governance Committee chair Jason Krikorian given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for incumbent Governance Committee members Jason Krikorian and Joe Horowitz for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Andrew Pascal as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
PLAYSTUDIOS, Inc.	06/04/2024	Management	3	Elect Director Jason Krikorian	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Jason Krikorian for lack of racial/ethnic diversity on the board. WITHHOLD votes are further warranted for Governance Committee chair Jason Krikorian given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for incumbent Governance Committee members Jason Krikorian and Joe Horowitz for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Andrew Pascal as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
PLAYSTUDIOS, Inc.	06/04/2024	Management	4	Elect Director Joe Horowitz	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Jason Krikorian for lack of racial/ethnic diversity on the board. WITHHOLD votes are further warranted for Governance Committee chair Jason Krikorian given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for incumbent Governance Committee members Jason Krikorian and Joe Horowitz for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Andrew Pascal as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PLAYSTUDIOS, Inc.	06/04/2024	Management	5	Elect Director Judy K. Mencher	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Jason Krikorian for lack of racial/ethnic diversity on the board. WITHHOLD votes are further warranted for Governance Committee chair Jason Krikorian given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for incumbent Governance Committee members Jason Krikorian and Joe Horowitz for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Andrew Pascal as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
PLAYSTUDIOS, Inc.	06/04/2024	Management	6	Elect Director Steven J. Zanella	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Jason Krikorian for lack of racial/ethnic diversity on the board. WITHHOLD votes are further warranted for Governance Committee chair Jason Krikorian given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for incumbent Governance Committee members Jason Krikorian and Joe Horowitz for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Andrew Pascal as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
PLAYSTUDIOS, Inc.	06/04/2024	Management	7	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
PLAYSTUDIOS, Inc.	06/04/2024	Management	8	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
Plexus Corp.	02/14/2024	Management	1	Elect Director Joann M. Eisenhart	For	For	For	For	WITHHOLD votes for Michael Schrock and Rainer Jueckstock are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/14/2024	Management	2	Elect Director Dean A. Foate	For	For	For	For	WITHHOLD votes for Michael Schrock and Rainer Jueckstock are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/14/2024	Management	3	Elect Director Rainer Jueckstock	For	For	Withhold	Withhold	WITHHOLD votes for Michael Schrock and Rainer Jueckstock are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/14/2024	Management	4	Elect Director Todd P. Kelsey	For	For	For	For	WITHHOLD votes for Michael Schrock and Rainer Jueckstock are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/14/2024	Management	5	Elect Director Randy J. Martinez	For	For	For	For	WITHHOLD votes for Michael Schrock and Rainer Jueckstock are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/14/2024	Management	6	Elect Director Joel Quadracci	For	For	For	For	WITHHOLD votes for Michael Schrock and Rainer Jueckstock are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Plexus Corp.	02/14/2024	Management	7	Elect Director Karen M. Rapp	For	For	For	For	WITHHOLD votes for Michael Schrock and Rainer Jueckstock are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/14/2024	Management	8	Elect Director Paul A. Rooke	For	For	For	For	WITHHOLD votes for Michael Schrock and Rainer Jueckstock are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/14/2024	Management	9	Elect Director Michael V. Schrock	For	For	Withhold	Withhold	WITHHOLD votes for Michael Schrock and Rainer Jueckstock are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/14/2024	Management	10	Elect Director Jennifer Wuamett	For	For	For	For	WITHHOLD votes for Michael Schrock and Rainer Jueckstock are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Plexus Corp.	02/14/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Plexus Corp.	02/14/2024	Management	13	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Plumas Bancorp	05/15/2024	Management	1	Elect Director Michonne R. Ascuaga	For	For	For	For	WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/15/2024	Management	2	Elect Director Steven M. Coldani	For	For	For	For	WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/15/2024	Management	3	Elect Director Heidi S. Gansert	For	For	For	For	WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/15/2024	Management	4	Elect Director Richard F. Kenny	For	For	For	For	WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/15/2024	Management	5	Elect Director Robert J. McClintock	For	For	Withhold	Withhold	WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/15/2024	Management	6	Elect Director Sushil A. Patel	For	For	For	For	WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/15/2024	Management	7	Elect Director Terrance J. Reeson	For	For	Withhold	Withhold	WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/15/2024	Management	8	Elect Director Andrew J. Ryback	For	For	For	For	WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/15/2024	Management	9	Elect Director Daniel E. West	For	For	Withhold	Withhold	WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/15/2024	Management	10	Ratify Elliott Davis, LLC as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PMV Pharmaceuticals, Inc.	06/06/2024	Management	1	Elect Director Kirsten Flowers	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Carol Gallagher given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Kirsten Flowers, is warranted.
PMV Pharmaceuticals, Inc.	06/06/2024	Management	2	Elect Director Carol Gallagher	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Carol Gallagher given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Kirsten Flowers, is warranted.
PMV Pharmaceuticals, Inc.	06/06/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PMV Pharmaceuticals, Inc.	06/06/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
PNM Resources, Inc.	06/04/2024	Management	1	Elect Director Vicky A. Bailey	For	For	For	For	Votes AGAINST Alan Fohrer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	06/04/2024	Management	2	Elect Director Norman P. Becker	For	For	For	For	Votes AGAINST Alan Fohrer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	06/04/2024	Management	3	Elect Director Patricia K. Collawn	For	For	For	For	Votes AGAINST Alan Fohrer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	06/04/2024	Management	4	Elect Director E. Renae Conley	For	For	For	For	Votes AGAINST Alan Fohrer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	06/04/2024	Management	5	Elect Director Alan J. Fohrer	For	For	Against	Against	Votes AGAINST Alan Fohrer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	06/04/2024	Management	6	Elect Director Sidney M. Gutierrez	For	For	For	For	Votes AGAINST Alan Fohrer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	06/04/2024	Management	7	Elect Director James A. Hughes	For	For	For	For	Votes AGAINST Alan Fohrer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	06/04/2024	Management	8	Elect Director Steven C. Maestas	For	For	For	For	Votes AGAINST Alan Fohrer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	06/04/2024	Management	9	Elect Director Lillian J. Montoya	For	For	For	For	Votes AGAINST Alan Fohrer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	06/04/2024	Management	10	Elect Director Maureen T. Mullarkey	For	For	For	For	Votes AGAINST Alan Fohrer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	06/04/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PNM Resources, Inc.	06/04/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PNM Resources, Inc.	06/04/2024	Management	13	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns with the company's past use of shares.
PNM Resources, Inc.	06/04/2024	Management	14	Change Company Name to TXNM Energy, Inc.	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
Polaris Inc.	04/25/2024	Management	1	Elect Director Kevin M. Farr	For	For	For	For	Votes AGAINST John Wiehoff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Polaris Inc.	04/25/2024	Management	2	Elect Director Darryl R. Jackson	For	For	For	For	Votes AGAINST John Wiehoff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Polaris Inc.	04/25/2024	Management	3	Elect Director Michael T. Speetzen	For	For	For	For	Votes AGAINST John Wiehoff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Polaris Inc.	04/25/2024	Management	4	Elect Director John P. Wiehoff	For	For	Against	Against	Votes AGAINST John Wiehoff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Polaris Inc.	04/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Polaris Inc.	04/25/2024	Management	6	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.29 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Polaris Inc.	04/25/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Popular, Inc.	05/09/2024	Management	1	Elect Director Ignacio Alvarez	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	2	Elect Director Alejandro M. Ballester	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	3	Elect Director Robert Carrady	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	4	Elect Director Richard L. Carrion	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	5	Elect Director Bertil E. Chappuis	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	6	Elect Director Betty DeVita	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	7	Elect Director John W. Diercksen	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	8	Elect Director Maria Luisa Ferre Rangel	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	9	Elect Director C. Kim Goodwin	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	10	Elect Director Jose R. Rodriguez	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	11	Elect Director Alejandro M. Sanchez	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Popular, Inc.	05/09/2024	Management	12	Elect Director Myrna M. Soto	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	13	Elect Director Carlos A. Unanue	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Popular, Inc.	05/09/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Portillo's Inc.	06/03/2024	Management	1	Elect Director Michael Osanloo	For	For	For	For	A vote FOR all director nominees is warranted.
Portillo's Inc.	06/03/2024	Management	2	Elect Director Ann Bordelon	For	For	For	For	A vote FOR all director nominees is warranted.
Portillo's Inc.	06/03/2024	Management	3	Elect Director Paulette R. Dodson	For	For	For	For	A vote FOR all director nominees is warranted.
Portillo's Inc.	06/03/2024	Management	4	Elect Director Noah Glass	For	For	For	For	A vote FOR all director nominees is warranted.
Portillo's Inc.	06/03/2024	Management	5	Elect Director Gerard J. Hart	For	For	For	For	A vote FOR all director nominees is warranted.
Portillo's Inc.	06/03/2024	Management	6	Elect Director Joshua A. Lutzker	For	For	For	For	A vote FOR all director nominees is warranted.
Portillo's Inc.	06/03/2024	Management	7	Elect Director Michael A. Miles, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Portillo's Inc.	06/03/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Portillo's Inc.	06/03/2024	Management	9	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Portillo's Inc.	06/03/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Portland General Electric Company	04/19/2024	Management	1	Elect Director Dawn Farrell	For	For	For	For	A vote FOR all director nominees is warranted.
Portland General Electric Company	04/19/2024	Management	2	Elect Director Marie Oh Huber	For	For	For	For	A vote FOR all director nominees is warranted.
Portland General Electric Company	04/19/2024	Management	3	Elect Director Kathryn Jackson	For	For	For	For	A vote FOR all director nominees is warranted.
Portland General Electric Company	04/19/2024	Management	4	Elect Director Michael Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
Portland General Electric Company	04/19/2024	Management	5	Elect Director Michael Millegan	For	For	For	For	A vote FOR all director nominees is warranted.
Portland General Electric Company	04/19/2024	Management	6	Elect Director John O'Leary	For	For	For	For	A vote FOR all director nominees is warranted.
Portland General Electric Company	04/19/2024	Management	7	Elect Director Patricia Salas Pineda	For	For	For	For	A vote FOR all director nominees is warranted.
Portland General Electric Company	04/19/2024	Management	8	Elect Director Maria Pope	For	For	For	For	A vote FOR all director nominees is warranted.
Portland General Electric Company	04/19/2024	Management	9	Elect Director James Torgerson	For	For	For	For	A vote FOR all director nominees is warranted.
Portland General Electric Company	04/19/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Portland General Electric Company	04/19/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Portland General Electric Company	04/19/2024	Management	12	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Post Holdings, Inc.	01/25/2024	Management	1	Elect Director William P. Stirtz	For	For	Against	Against	Votes AGAINST non-independent nominees William Stirtz and Thomas Erb are warranted for lack of a majority independent board. A vote FOR Jennifer Kuperman is warranted.
Post Holdings, Inc.	01/25/2024	Management	2	Elect Director Thomas C. Erb	For	For	Against	Against	Votes AGAINST non-independent nominees William Stirtz and Thomas Erb are warranted for lack of a majority independent board. A vote FOR Jennifer Kuperman is warranted.
Post Holdings, Inc.	01/25/2024	Management	3	Elect Director Jennifer Kuperman	For	For	For	For	Votes AGAINST non-independent nominees William Stirtz and Thomas Erb are warranted for lack of a majority independent board. A vote FOR Jennifer Kuperman is warranted.
Post Holdings, Inc.	01/25/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Post Holdings, Inc.	01/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Post Holdings, Inc.	01/25/2024	Management	6	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Potbelly Corporation	05/15/2024	Management	1	Elect Director Vann Avedisian	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/15/2024	Management	2	Elect Director Joseph Boehm	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/15/2024	Management	3	Elect Director Adrian Butler	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Potbelly Corporation	05/15/2024	Management	4	Elect Director David Head	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/15/2024	Management	5	Elect Director David Near	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/15/2024	Management	6	Elect Director Dave Pearson	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/15/2024	Management	7	Elect Director Jill Sutton	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/15/2024	Management	8	Elect Director Robert D. Wright	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/15/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Potbelly Corporation	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Powell Industries, Inc.	02/14/2024	Management	1	Elect Director James W. McGill	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee member James (Jim) McGill are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Mohit Singh is warranted.
Powell Industries, Inc.	02/14/2024	Management	2	Elect Director Mohit Singh	For	For	For	For	WITHHOLD votes for incumbent Audit Committee member James (Jim) McGill are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Mohit Singh is warranted.
Powell Industries, Inc.	02/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PowerSchool Holdings, Inc.	05/02/2024	Management	1	Elect Director Barbara M. Byrne	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Barbara Byrne, Judy Cotte, Ronald (Ron) McCray, and Gwen Reinke are warranted given the board's failure to remove or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominees Judy Cotte and Gwen Reinke are warranted for lack of a majority independent board.
PowerSchool Holdings, Inc.	05/02/2024	Management	2	Elect Director Judy Cotte	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Barbara Byrne, Judy Cotte, Ronald (Ron) McCray, and Gwen Reinke are warranted given the board's failure to remove or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominees Judy Cotte and Gwen Reinke are warranted for lack of a majority independent board.
PowerSchool Holdings, Inc.	05/02/2024	Management	3	Elect Director Ronald D. McCray	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Barbara Byrne, Judy Cotte, Ronald (Ron) McCray, and Gwen Reinke are warranted given the board's failure to remove or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominees Judy Cotte and Gwen Reinke are warranted for lack of a majority independent board.
PowerSchool Holdings, Inc.	05/02/2024	Management	4	Elect Director Gwen Reinke	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Barbara Byrne, Judy Cotte, Ronald (Ron) McCray, and Gwen Reinke are warranted given the board's failure to remove or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominees Judy Cotte and Gwen Reinke are warranted for lack of a majority independent board.
PowerSchool Holdings, Inc.	05/02/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PowerSchool Holdings, Inc.	05/02/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PowerSchool Holdings, Inc.	05/02/2024	Management	7	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PRA Group, Inc.	06/13/2024	Management	1	Elect Director Vikram A. Atal	For	For	For	For	Votes AGAINST Scott Tabakin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PRA Group, Inc.	06/13/2024	Management	2	Elect Director Danielle M. Brown	For	For	For	For	Votes AGAINST Scott Tabakin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2024	Management	3	Elect Director Marjorie M. Connelly	For	For	For	For	Votes AGAINST Scott Tabakin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2024	Management	4	Elect Director Steven D. Fredrickson	For	For	For	For	Votes AGAINST Scott Tabakin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2024	Management	5	Elect Director Jayne Anne-Gadhia	For	For	For	For	Votes AGAINST Scott Tabakin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2024	Management	6	Elect Director Glenn P. Marino	For	For	For	For	Votes AGAINST Scott Tabakin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2024	Management	7	Elect Director Geir L. Olsen	For	For	For	For	Votes AGAINST Scott Tabakin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2024	Management	8	Elect Director Brett L. Paschke	For	For	For	For	Votes AGAINST Scott Tabakin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2024	Management	9	Elect Director Scott M. Tabakin	For	For	Against	Against	Votes AGAINST Scott Tabakin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2024	Management	10	Elect Director Peggy P. Turner	For	For	For	For	Votes AGAINST Scott Tabakin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2024	Management	11	Elect Director Lance L. Weaver	For	For	For	For	Votes AGAINST Scott Tabakin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
PRA Group, Inc.	06/13/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Preferred Bank	05/30/2024	Management	1	Elect Director Li Yu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/30/2024	Management	2	Elect Director Clark Hsu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/30/2024	Management	3	Elect Director Kathleen Shane	For	For	For	For	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/30/2024	Management	4	Elect Director William C.Y. Cheng	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Preferred Bank	05/30/2024	Management	5	Elect Director Chih-Wei Wu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/30/2024	Management	6	Elect Director J. Richard Belliston	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/30/2024	Management	7	Elect Director Gary S. Nunnely	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/30/2024	Management	8	Elect Director Wayne Wu	For	For	For	For	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu, Gary Nunnely and Chih-Wei Wu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/30/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Preferred Bank	05/30/2024	Management	10	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Preferred Bank	05/30/2024	Management	11	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to officers for the exercise of awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan permits cash buyout of awards without prior shareholder approval.
Preferred Bank	05/30/2024	Management	12	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Preformed Line Products Company	05/07/2024	Management	1	Elect Director Glenn E. Corlett	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, J. Ryan Ruhlman and David Sunkle are warranted for lack of a majority independent board. WITHHOLD votes for Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner and David Sunkle are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, and David Sunkle are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent compensation committee members Glenn Corlett and Michael Gibbons are warranted due to concerns regarding the company's executive compensation

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Preformed Line Products Company	05/07/2024	Management	2	Elect Director Michael E. Gibbons	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, J. Ryan Ruhlman and David Sunkle are warranted for lack of a majority independent board. WITHHOLD votes for Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner and David Sunkle are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, and David Sunkle are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent compensation committee members Glenn Corlett and Michael Gibbons are warranted due to concerns regarding the company's executive compensation
Preformed Line Products Company	05/07/2024	Management	3	Elect Director R. Steven Kestner	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, J. Ryan Ruhlman and David Sunkle are warranted for lack of a majority independent board. WITHHOLD votes for Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner and David Sunkle are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, and David Sunkle are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent compensation committee members Glenn Corlett and Michael Gibbons are warranted due to concerns regarding the company's executive compensation
Preformed Line Products Company	05/07/2024	Management	4	Elect Director J. Ryan Ruhlman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, J. Ryan Ruhlman and David Sunkle are warranted for lack of a majority independent board. WITHHOLD votes for Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner and David Sunkle are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, and David Sunkle are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent compensation committee members Glenn Corlett and Michael Gibbons are warranted due to concerns regarding the company's executive compensation
Preformed Line Products Company	05/07/2024	Management	5	Elect Director David C. Sunkle	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, J. Ryan Ruhlman and David Sunkle are warranted for lack of a majority independent board. WITHHOLD votes for Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner and David Sunkle are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, and David Sunkle are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent compensation committee members Glenn Corlett and Michael Gibbons are warranted due to concerns regarding the company's executive compensation
Preformed Line Products Company	05/07/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Preformed Line Products Company	05/07/2024	Shareholder	7	Report on Board Diversity	Against	For	For	For	A vote FOR this proposal is warranted because the requested report would enable shareholders to assess the effectiveness of the company's efforts to improve board diversity.
Premier Financial Corp.	04/30/2024	Management	1	Elect Director Marty E. Adams	For	For	For	For	WITHHOLD votes for Samuel Strausbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Premier Financial Corp.	04/30/2024	Management	2	Elect Director Donald P. Hileman	For	For	For	For	WITHHOLD votes for Samuel Strausbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Premier Financial Corp.	04/30/2024	Management	3	Elect Director Nikki R. Lanier	For	For	For	For	WITHHOLD votes for Samuel Strausbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Premier Financial Corp.	04/30/2024	Management	4	Elect Director Gary M. Small	For	For	For	For	WITHHOLD votes for Samuel Strausbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Premier Financial Corp.	04/30/2024	Management	5	Elect Director Samuel S. Strausbaugh	For	For	Withhold	Withhold	WITHHOLD votes for Samuel Strausbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Premier Financial Corp.	04/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Premier Financial Corp.	04/30/2024	Management	7	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PriceSmart, Inc.	02/01/2024	Management	1	Elect Director Sherry S. Bahrambeygui	For	For	For	For	WITHHOLD votes for Leon Janks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/01/2024	Management	2	Elect Director Jeffrey Fisher	For	For	For	For	WITHHOLD votes for Leon Janks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/01/2024	Management	3	Elect Director Gordon H. Hanson	For	For	For	For	WITHHOLD votes for Leon Janks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/01/2024	Management	4	Elect Director Beatriz V. Infante	For	For	For	For	WITHHOLD votes for Leon Janks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/01/2024	Management	5	Elect Director Leon C. Janks	For	For	Withhold	Withhold	WITHHOLD votes for Leon Janks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/01/2024	Management	6	Elect Director Patricia Marquez	For	For	For	For	WITHHOLD votes for Leon Janks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/01/2024	Management	7	Elect Director David N. Price	For	For	For	For	WITHHOLD votes for Leon Janks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/01/2024	Management	8	Elect Director Robert E. Price	For	For	For	For	WITHHOLD votes for Leon Janks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/01/2024	Management	9	Elect Director David R. Snyder	For	For	For	For	WITHHOLD votes for Leon Janks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/01/2024	Management	10	Elect Director John D. Thelan	For	For	For	For	WITHHOLD votes for Leon Janks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/01/2024	Management	11	Elect Director Edgar Zurcher	For	For	For	For	WITHHOLD votes for Leon Janks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/01/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
PriceSmart, Inc.	02/01/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PriceSmart, Inc.	02/01/2024	Management	14	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
PriceSmart, Inc.	02/01/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Primerica, Inc.	05/08/2024	Management	1	Elect Director John A. Addison, Jr.	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Primerica, Inc.	05/08/2024	Management	2	Elect Director Joel M. Babbit	For	For	Against	Against	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	3	Elect Director Amber L. Cottle	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	4	Elect Director Gary L. Crittenden	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	5	Elect Director Cynthia N. Day	For	For	Against	Against	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	6	Elect Director Sanjeev Dheer	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	7	Elect Director Beatriz R. Perez	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	8	Elect Director D. Richard Williams	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	9	Elect Director Glenn J. Williams	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	10	Elect Director Darryl L. Wilson	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	11	Elect Director Barbara A. Yastine	For	For	Against	Against	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Primerica, Inc.	05/08/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



## B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Primoris Services Corporation	05/01/2024	Management	1	Elect Director Michael E. Ching	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/01/2024	Management	2	Elect Director Stephen C. Cook	For	For	Withhold	Withhold	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/01/2024	Management	3	Elect Director David L. King	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/01/2024	Management	4	Elect Director Carla S. Mashinski	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/01/2024	Management	5	Elect Director Terry D. McCallister	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/01/2024	Management	6	Elect Director Thomas (Tom) E. McCormick	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/01/2024	Management	7	Elect Director Jose R. Rodriguez	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/01/2024	Management	8	Elect Director John P. Schauerman	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/01/2024	Management	9	Elect Director Patricia K. Wagner	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Primoris Services Corporation	05/01/2024	Management	11	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Privia Health Group, Inc.	05/22/2024	Management	1	Elect Director Thomas McCarthy	For	For	For	For	WITHHOLD votes for William (Bill) Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Privia Health Group, Inc.	05/22/2024	Management	2	Elect Director Parth Mehrotra	For	For	For	For	WITHHOLD votes for William (Bill) Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Privia Health Group, Inc.	05/22/2024	Management	3	Elect Director Jaewon Ryu	For	For	For	For	WITHHOLD votes for William (Bill) Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Privia Health Group, Inc.	05/22/2024	Management	4	Elect Director William (Bill) Sullivan	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Bill) Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Privia Health Group, Inc.	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Privia Health Group, Inc.	05/22/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Privia Health Group, Inc.	05/22/2024	Management	7	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Privia Health Group, Inc.	05/22/2024	Management	8	Amend Certificate of Incorporation to Limit the Personal Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
ProAssurance Corporation	05/22/2024	Management	1	Elect Director Bruce D. Angiolillo	For	For	For	For	A vote FOR all director nominees is warranted.
ProAssurance Corporation	05/22/2024	Management	2	Elect Director Richard J. Bielen	For	For	For	For	A vote FOR all director nominees is warranted.
ProAssurance Corporation	05/22/2024	Management	3	Elect Director Samuel A. Di Piazza, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
ProAssurance Corporation	05/22/2024	Management	4	Elect Director Staci M. Pierce	For	For	For	For	A vote FOR all director nominees is warranted.
ProAssurance Corporation	05/22/2024	Management	5	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:- The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.- The plan allows for auto-accelerated vesting of awards in the event of a change in control.
ProAssurance Corporation	05/22/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ProAssurance Corporation	05/22/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PROG Holdings, Inc.	05/15/2024	Management	1	Elect Director Kathy T. Betty	For	For	Against	Against	Votes AGAINST non-independent nominees Ray Robinson, Steven (Steve) Michaels, Kathy Betty, Cynthia Day and Curtis Doman are warranted for lack of a majority independent board. Votes AGAINST Ray Robinson, Kathy Betty and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/15/2024	Management	2	Elect Director Douglas C. Curling	For	For	For	For	Votes AGAINST non-independent nominees Ray Robinson, Steven (Steve) Michaels, Kathy Betty, Cynthia Day and Curtis Doman are warranted for lack of a majority independent board. Votes AGAINST Ray Robinson, Kathy Betty and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/15/2024	Management	3	Elect Director Cynthia N. Day	For	For	Against	Against	Votes AGAINST non-independent nominees Ray Robinson, Steven (Steve) Michaels, Kathy Betty, Cynthia Day and Curtis Doman are warranted for lack of a majority independent board. Votes AGAINST Ray Robinson, Kathy Betty and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/15/2024	Management	4	Elect Director Curtis L. Doman	For	For	Against	Against	Votes AGAINST non-independent nominees Ray Robinson, Steven (Steve) Michaels, Kathy Betty, Cynthia Day and Curtis Doman are warranted for lack of a majority independent board. Votes AGAINST Ray Robinson, Kathy Betty and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/15/2024	Management	5	Elect Director Ray M. Martinez	For	For	For	For	Votes AGAINST non-independent nominees Ray Robinson, Steven (Steve) Michaels, Kathy Betty, Cynthia Day and Curtis Doman are warranted for lack of a majority independent board. Votes AGAINST Ray Robinson, Kathy Betty and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/15/2024	Management	6	Elect Director Steven A. Michaels	For	For	Against	Against	Votes AGAINST non-independent nominees Ray Robinson, Steven (Steve) Michaels, Kathy Betty, Cynthia Day and Curtis Doman are warranted for lack of a majority independent board. Votes AGAINST Ray Robinson, Kathy Betty and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PROG Holdings, Inc.	05/15/2024	Management	7	Elect Director Ray M. Robinson	For	For	Against	Against	Votes AGAINST non-independent nominees Ray Robinson, Steven (Steve) Michaels, Kathy Betty, Cynthia Day and Curtis Doman are warranted for lack of a majority independent board. Votes AGAINST Ray Robinson, Kathy Betty and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/15/2024	Management	8	Elect Director Caroline S. Sheu	For	For	For	For	Votes AGAINST non-independent nominees Ray Robinson, Steven (Steve) Michaels, Kathy Betty, Cynthia Day and Curtis Doman are warranted for lack of a majority independent board. Votes AGAINST Ray Robinson, Kathy Betty and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/15/2024	Management	9	Elect Director James P. Smith	For	For	For	For	Votes AGAINST non-independent nominees Ray Robinson, Steven (Steve) Michaels, Kathy Betty, Cynthia Day and Curtis Doman are warranted for lack of a majority independent board. Votes AGAINST Ray Robinson, Kathy Betty and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
PROG Holdings, Inc.	05/15/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Progress Software Corporation	05/09/2024	Management	1	Elect Director Paul T. Dacier	For	For	For	For	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/09/2024	Management	2	Elect Director John R. Egan	For	For	Withhold	Withhold	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/09/2024	Management	3	Elect Director Rainer Gawlick	For	For	For	For	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/09/2024	Management	4	Elect Director Yogesh Gupta	For	For	For	For	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/09/2024	Management	5	Elect Director Charles F. Kane	For	For	Withhold	Withhold	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/09/2024	Management	6	Elect Director Samskriti (Sam) Y. King	For	For	For	For	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/09/2024	Management	7	Elect Director David A. Krall	For	For	Withhold	Withhold	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/09/2024	Management	8	Elect Director Angela T. Tucci	For	For	For	For	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Progress Software Corporation	05/09/2024	Management	9	Elect Director Vivian Vitale	For	For	For	For	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Progress Software Corporation	05/09/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Progress Software Corporation	05/09/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ProPetro Holding Corp.	04/23/2024	Management	1	Elect Director Samuel D. Sledge	For	For	For	For	WITHHOLD votes for Spencer Armour III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ProPetro Holding Corp.	04/23/2024	Management	2	Elect Director Phillip A. Gobe	For	For	For	For	WITHHOLD votes for Spencer Armour III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ProPetro Holding Corp.	04/23/2024	Management	3	Elect Director Spencer D. Armour, III	For	For	Withhold	Withhold	WITHHOLD votes for Spencer Armour III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ProPetro Holding Corp.	04/23/2024	Management	4	Elect Director Mark S. Berg	For	For	For	For	WITHHOLD votes for Spencer Armour III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ProPetro Holding Corp.	04/23/2024	Management	5	Elect Director Anthony J. Best	For	For	For	For	WITHHOLD votes for Spencer Armour III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ProPetro Holding Corp.	04/23/2024	Management	6	Elect Director Michele Vion	For	For	For	For	WITHHOLD votes for Spencer Armour III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ProPetro Holding Corp.	04/23/2024	Management	7	Elect Director Mary P. Ricciardello	For	For	For	For	WITHHOLD votes for Spencer Armour III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ProPetro Holding Corp.	04/23/2024	Management	8	Elect Director G. Larry Lawrence	For	For	For	For	WITHHOLD votes for Spencer Armour III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ProPetro Holding Corp.	04/23/2024	Management	9	Elect Director Jack B. Moore	For	For	For	For	WITHHOLD votes for Spencer Armour III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ProPetro Holding Corp.	04/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ProPetro Holding Corp.	04/23/2024	Management	11	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Prosperity Bancshares, Inc.	04/16/2024	Management	1	Elect Director James A. Bouligny	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier and Robert Steelhammer are warranted for lack of a majority independent board. WITHHOLD votes for James Bouligny and Robert Steelhammer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier, Laura Murillo, and Robert Steelhammer are warranted as the board approved a new agreement in the past year that contains a problematic single-trigger provision.
Prosperity Bancshares, Inc.	04/16/2024	Management	2	Elect Director W.R. Collier	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier and Robert Steelhammer are warranted for lack of a majority independent board. WITHHOLD votes for James Bouligny and Robert Steelhammer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier, Laura Murillo, and Robert Steelhammer are warranted as the board approved a new agreement in the past year that contains a problematic single-trigger provision.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Prosperity Bancshares, Inc.	04/16/2024	Management	3	Elect Director Laura Murillo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier and Robert Steelhammer are warranted for lack of a majority independent board. WITHHOLD votes for James Bouligny and Robert Steelhammer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier, Laura Murillo, and Robert Steelhammer are warranted as the board approved a new agreement in the past year that contains a problematic single-trigger provision.
Prosperity Bancshares, Inc.	04/16/2024	Management	4	Elect Director Robert Steelhammer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier and Robert Steelhammer are warranted for lack of a majority independent board. WITHHOLD votes for James Bouligny and Robert Steelhammer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier, Laura Murillo, and Robert Steelhammer are warranted as the board approved a new agreement in the past year that contains a problematic single-trigger provision.
Prosperity Bancshares, Inc.	04/16/2024	Management	5	Elect Director H. E. Timanus, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier and Robert Steelhammer are warranted for lack of a majority independent board. WITHHOLD votes for James Bouligny and Robert Steelhammer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier, Laura Murillo, and Robert Steelhammer are warranted as the board approved a new agreement in the past year that contains a problematic single-trigger provision.
Prosperity Bancshares, Inc.	04/16/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prosperity Bancshares, Inc.	04/16/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the recently modified CEO employment agreement provides for problematic single-trigger cash severance.
Protagonist Therapeutics, Inc.	06/20/2024	Management	1	Elect Director Sarah A. O'Dowd	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee member Sarah O'Dowd given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Protagonist Therapeutics, Inc.	06/20/2024	Management	2	Elect Director William D. Waddill	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member Sarah O'Dowd given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Protagonist Therapeutics, Inc.	06/20/2024	Management	3	Elect Director Lewis T. "Rusty" Williams	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member Sarah O'Dowd given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Protagonist Therapeutics, Inc.	06/20/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Protagonist Therapeutics, Inc.	06/20/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Protagonist Therapeutics, Inc.	06/20/2024	Management	6	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Prothena Corporation plc	05/14/2024	Management	1	Elect Director Richard T. Collier	For	For	Against	Against	Votes AGAINST Richard Collier and Shane Cooke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prothena Corporation plc	05/14/2024	Management	2	Elect Director Shane M. Cooke	For	For	Against	Against	Votes AGAINST Richard Collier and Shane Cooke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prothena Corporation plc	05/14/2024	Management	3	Elect Director William H. Dunn, Jr.	For	For	For	For	Votes AGAINST Richard Collier and Shane Cooke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prothena Corporation plc	05/14/2024	Management	4	Elect Director Daniel G. Welch	For	For	For	For	Votes AGAINST Richard Collier and Shane Cooke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prothena Corporation plc	05/14/2024	Management	5	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prothena Corporation plc	05/14/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Prothena Corporation plc	05/14/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 22.32 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Proto Labs, Inc.	05/23/2024	Management	1	Elect Director Robert Bodor	For	For	For	For	Votes AGAINST Rainer Gawlick and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/23/2024	Management	2	Elect Director Archie C. Black	For	For	For	For	Votes AGAINST Rainer Gawlick and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/23/2024	Management	3	Elect Director Sujeet Chand	For	For	For	For	Votes AGAINST Rainer Gawlick and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/23/2024	Management	4	Elect Director Moonhie Chin	For	For	For	For	Votes AGAINST Rainer Gawlick and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/23/2024	Management	5	Elect Director Rainer Gawlick	For	For	Against	Against	Votes AGAINST Rainer Gawlick and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/23/2024	Management	6	Elect Director Stacy Greiner	For	For	For	For	Votes AGAINST Rainer Gawlick and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/23/2024	Management	7	Elect Director Donald G. Krantz	For	For	For	For	Votes AGAINST Rainer Gawlick and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/23/2024	Management	8	Elect Director Sven A. Wehrwein	For	For	Against	Against	Votes AGAINST Rainer Gawlick and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/23/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Proto Labs, Inc.	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Proto Labs, Inc.	05/23/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Provident Financial Services, Inc.	04/25/2024	Management	1	Elect Director Ursuline F. Foley	For	For	For	For	A vote FOR director nominees is warranted.
Provident Financial Services, Inc.	04/25/2024	Management	2	Elect Director Christopher Martin	For	For	For	For	A vote FOR director nominees is warranted.
Provident Financial Services, Inc.	04/25/2024	Management	3	Elect Director Robert McNerney	For	For	For	For	A vote FOR director nominees is warranted.
Provident Financial Services, Inc.	04/25/2024	Management	4	Elect Director John Pugliese	For	For	For	For	A vote FOR director nominees is warranted.
Provident Financial Services, Inc.	04/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Provident Financial Services, Inc.	04/25/2024	Management	6	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Provident Financial Services, Inc.	04/25/2024	Management	7	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PubMatic, Inc.	05/31/2024	Management	1	Elect Director Susan Daimler	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Governance Committee member Susan Daimler are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
PubMatic, Inc.	05/31/2024	Management	2	Elect Director Shelagh Glaser	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Susan Daimler are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
PubMatic, Inc.	05/31/2024	Management	3	Elect Director Amar K. Goel	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Susan Daimler are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
PubMatic, Inc.	05/31/2024	Management	4	Elect Director Rajeev K. Goel	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Susan Daimler are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
PubMatic, Inc.	05/31/2024	Management	5	Elect Director Anton Hanebrink	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Susan Daimler are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
PubMatic, Inc.	05/31/2024	Management	6	Elect Director Ramon Jones	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Susan Daimler are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
PubMatic, Inc.	05/31/2024	Management	7	Elect Director Nick Mehta	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Susan Daimler are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PubMatic, Inc.	05/31/2024	Management	8	Elect Director Jacob Shulman	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Susan Daimler are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
PubMatic, Inc.	05/31/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PubMatic, Inc.	05/31/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
PubMatic, Inc.	05/31/2024	Management	11	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is de facto controlled and decisions regarding the company's response to shareholder litigation would be made by a board with limited accountability to public shareholders.
Pulmonx Corporation	05/16/2024	Management	1	Elect Director Glendon E. French	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Glendon French are warranted for lack of a majority independent board. WITHHOLD votes for Governance Committee member Tiffany Sullivan are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. In the absence of compensation committee members on ballot, WITHHOLD votes for incumbent director nominees Glendon French and Tiffany Sullivan are warranted. The company demonstrated only limited responsiveness to shareholder concerns following last year's failed say-on-pay proposal.
Pulmonx Corporation	05/16/2024	Management	2	Elect Director Tiffany Sullivan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Glendon French are warranted for lack of a majority independent board. WITHHOLD votes for Governance Committee member Tiffany Sullivan are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. In the absence of compensation committee members on ballot, WITHHOLD votes for incumbent director nominees Glendon French and Tiffany Sullivan are warranted. The company demonstrated only limited responsiveness to shareholder concerns following last year's failed say-on-pay proposal.
Pulmonx Corporation	05/16/2024	Management	3	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pulmonx Corporation	05/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
Puma Biotechnology, Inc.	06/18/2024	Management	1	Elect Director Alan H. Auerbach	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Troy Wilson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/18/2024	Management	2	Elect Director Alessandra Cesano	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Troy Wilson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/18/2024	Management	3	Elect Director Allison Dorval	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Troy Wilson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Puma Biotechnology, Inc.	06/18/2024	Management	4	Elect Director Michael P. Miller	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Troy Wilson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/18/2024	Management	5	Elect Director Jay M. Moyes	For	For	Withhold	Withhold	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Troy Wilson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/18/2024	Management	6	Elect Director Adrian M. Senderowicz	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Troy Wilson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/18/2024	Management	7	Elect Director Brian Stuglik	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Troy Wilson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/18/2024	Management	8	Elect Director Troy E. Wilson	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Troy Wilson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/18/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Puma Biotechnology, Inc.	06/18/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain excise tax gross-up and excessive severance payout basis change-in-control provisions. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Puma Biotechnology, Inc.	06/18/2024	Management	11	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Puma Biotechnology, Inc.	06/18/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.88 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Pure Cycle Corporation	01/17/2024	Management	1	Elect Director Mark W. Harding	For	For	For	For	WITHHOLD votes for Peter Howell are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Wanda Abel are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/17/2024	Management	2	Elect Director Patrick J. Beirne	For	For	For	For	WITHHOLD votes for Peter Howell are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Wanda Abel are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/17/2024	Management	3	Elect Director Wanda J. Abel	For	Withhold	Withhold	Withhold	WITHHOLD votes for Peter Howell are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Wanda Abel are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/17/2024	Management	4	Elect Director Frederick A. Fendel, III	For	For	For	For	WITHHOLD votes for Peter Howell are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Wanda Abel are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pure Cycle Corporation	01/17/2024	Management	5	Elect Director Peter C. Howell	For	For	Withhold	Withhold	WITHHOLD votes for Peter Howell are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Wanda Abel are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/17/2024	Management	6	Elect Director Daniel R. Kozlowski	For	For	For	For	WITHHOLD votes for Peter Howell are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Wanda Abel are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/17/2024	Management	7	Elect Director Jeffrey G. Sheets	For	For	For	For	WITHHOLD votes for Peter Howell are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Wanda Abel are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/17/2024	Management	8	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Pure Cycle Corporation	01/17/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Pure Cycle Corporation	01/17/2024	Management	10	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for company loans to officers for the exercise of awards. * The plan has liberal change-in-control ("CIC") vesting risk.
PVH Corp.	06/20/2024	Management	1	Elect Director Ajay Bhalla	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	2	Elect Director Michael M. Calbert	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	3	Elect Director Brent Callinicos	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	4	Elect Director George Cheeks	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	5	Elect Director Stefan Larsson	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	6	Elect Director G. Penny McIntyre	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	7	Elect Director Amy Mcpherson	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	8	Elect Director Allison Peterson - Withdrawn Resolution					
PVH Corp.	06/20/2024	Management	9	Elect Director Judith Amanda Sourry Knox	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
PVH Corp.	06/20/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Q2 Holdings, Inc.	06/11/2024	Management	1	Elect Director R. Lynn Atchison	For	For	For	For	WITHHOLD votes for Jeffrey Diehl and James (Jim) Offerdahl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Q2 Holdings, Inc.	06/11/2024	Management	2	Elect Director Jeffrey T. Diehl	For	For	Withhold	Withhold	WITHHOLD votes for Jeffrey Diehl and James (Jim) Offerdahl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Q2 Holdings, Inc.	06/11/2024	Management	3	Elect Director Matthew P. Flake	For	For	For	For	WITHHOLD votes for Jeffrey Diehl and James (Jim) Offerdahl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Q2 Holdings, Inc.	06/11/2024	Management	4	Elect Director Stephen C. Hooley	For	For	For	For	WITHHOLD votes for Jeffrey Diehl and James (Jim) Offerdahl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Q2 Holdings, Inc.	06/11/2024	Management	5	Elect Director James R. Offerdahl	For	For	Withhold	Withhold	WITHHOLD votes for Jeffrey Diehl and James (Jim) Offerdahl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Q2 Holdings, Inc.	06/11/2024	Management	6	Elect Director R. H. Seale, III *Withdrawn Resolution*					
Q2 Holdings, Inc.	06/11/2024	Management	7	Elect Director Margaret L. Taylor	For	For	For	For	WITHHOLD votes for Jeffrey Diehl and James (Jim) Offerdahl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Q2 Holdings, Inc.	06/11/2024	Management	8	Elect Director Lynn Antipas Tyson	For	For	For	For	WITHHOLD votes for Jeffrey Diehl and James (Jim) Offerdahl are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Q2 Holdings, Inc.	06/11/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Q2 Holdings, Inc.	06/11/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
QCR Holdings, Inc.	05/16/2024	Management	1	Elect Director Mary Kay Bates	For	For	For	For	WITHHOLD votes for Donna Sorensen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
QCR Holdings, Inc.	05/16/2024	Management	2	Elect Director John-Paul E. Besong	For	For	For	For	WITHHOLD votes for Donna Sorensen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
QCR Holdings, Inc.	05/16/2024	Management	3	Elect Director Todd A. Gipple	For	For	For	For	WITHHOLD votes for Donna Sorensen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
QCR Holdings, Inc.	05/16/2024	Management	4	Elect Director Donna J. Sorensen	For	For	Withhold	Withhold	WITHHOLD votes for Donna Sorensen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
QCR Holdings, Inc.	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
QCR Holdings, Inc.	05/16/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
QCR Holdings, Inc.	05/16/2024	Management	7	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
QCR Holdings, Inc.	05/16/2024	Management	8	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Quad/Graphics, Inc.	05/22/2024	Management	1	Elect Director Douglas P. Buth	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Beth-Ann Eason, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Directors J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Douglas Buth, Stephen (Steve) Fuller, Jay Rothman and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent compensation committee members Douglas Buth, Beth-Ann Eason, John Fowler, and John Shiely are warranted due to concerns regarding the company's compensation practices. A vote FOR director nominee Melanie Huet is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Quad/Graphics, Inc.	05/22/2024	Management	2	Elect Director Beth-Ann Eason	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Beth-Ann Eason, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Directors J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Douglas Buth, Stephen (Steve) Fuller, Jay Rothman and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent compensation committee members Douglas Buth, Beth-Ann Eason, John Fowler, and John Shiely are warranted due to concerns regarding the company's compensation practices. A vote FOR director nominee Melanie Huet is warranted.</p>
Quad/Graphics, Inc.	05/22/2024	Management	3	Elect Director Kathryn Quadracci Flores	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Beth-Ann Eason, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Directors J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Douglas Buth, Stephen (Steve) Fuller, Jay Rothman and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent compensation committee members Douglas Buth, Beth-Ann Eason, John Fowler, and John Shiely are warranted due to concerns regarding the company's compensation practices. A vote FOR director nominee Melanie Huet is warranted.</p>

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Quad/Graphics, Inc.	05/22/2024	Management	4	Elect Director John C. Fowler	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Beth-Ann Eason, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Directors J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Douglas Buth, Stephen (Steve) Fuller, Jay Rothman and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent compensation committee members Douglas Buth, Beth-Ann Eason, John Fowler, and John Shiely are warranted due to concerns regarding the company's compensation practices. A vote FOR director nominee Melanie Huet is warranted.</p>
Quad/Graphics, Inc.	05/22/2024	Management	5	Elect Director Stephen M. Fuller	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Beth-Ann Eason, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Directors J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Douglas Buth, Stephen (Steve) Fuller, Jay Rothman and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent compensation committee members Douglas Buth, Beth-Ann Eason, John Fowler, and John Shiely are warranted due to concerns regarding the company's compensation practices. A vote FOR director nominee Melanie Huet is warranted.</p>

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Quad/Graphics, Inc.	05/22/2024	Management	6	Elect Director Christopher B. Harned	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Beth-Ann Eason, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Directors J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Douglas Buth, Stephen (Steve) Fuller, Jay Rothman and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent compensation committee members Douglas Buth, Beth-Ann Eason, John Fowler, and John Shiely are warranted due to concerns regarding the company's compensation practices. A vote FOR director nominee Melanie Huet is warranted.</p>
Quad/Graphics, Inc.	05/22/2024	Management	7	Elect Director Melanie A. Huet	For	For	For	For	<p>WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Beth-Ann Eason, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Directors J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Douglas Buth, Stephen (Steve) Fuller, Jay Rothman and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent compensation committee members Douglas Buth, Beth-Ann Eason, John Fowler, and John Shiely are warranted due to concerns regarding the company's compensation practices. A vote FOR director nominee Melanie Huet is warranted.</p>

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Quad/Graphics, Inc.	05/22/2024	Management	8	Elect Director J. Joel Quadracci	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Beth-Ann Eason, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Directors J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Douglas Buth, Stephen (Steve) Fuller, Jay Rothman and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent compensation committee members Douglas Buth, Beth-Ann Eason, John Fowler, and John Shiely are warranted due to concerns regarding the company's compensation practices. A vote FOR director nominee Melanie Huet is warranted.</p>
Quad/Graphics, Inc.	05/22/2024	Management	9	Elect Director Jay O. Rothman	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Beth-Ann Eason, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Directors J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Douglas Buth, Stephen (Steve) Fuller, Jay Rothman and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent compensation committee members Douglas Buth, Beth-Ann Eason, John Fowler, and John Shiely are warranted due to concerns regarding the company's compensation practices. A vote FOR director nominee Melanie Huet is warranted.</p>

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Quad/Graphics, Inc.	05/22/2024	Management	10	Elect Director John S. Shiely	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Beth-Ann Eason, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Directors J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Douglas Buth, Stephen (Steve) Fuller, Jay Rothman and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent compensation committee members Douglas Buth, Beth-Ann Eason, John Fowler, and John Shiely are warranted due to concerns regarding the company's compensation practices. A vote FOR director nominee Melanie Huet is warranted.
Quaker Houghton	05/08/2024	Management	1	Elect Director Michael F. Barry	For	For	For	For	Votes AGAINST Jeffrey Frisby are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Quaker Houghton	05/08/2024	Management	2	Elect Director Jeffrey D. Frisby	For	For	Against	Against	Votes AGAINST Jeffrey Frisby are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Quaker Houghton	05/08/2024	Management	3	Elect Director Russell R. Shaller	For	For	For	For	Votes AGAINST Jeffrey Frisby are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Quaker Houghton	05/08/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Quaker Houghton	05/08/2024	Management	5	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Quaker Houghton	05/08/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Qualys, Inc.	06/12/2024	Management	1	Elect Director Jeffrey P. Hank	For	For	For	For	A vote FOR the director nominees is warranted.
Qualys, Inc.	06/12/2024	Management	2	Elect Director Sumedh S. Thakar	For	For	For	For	A vote FOR the director nominees is warranted.
Qualys, Inc.	06/12/2024	Management	3	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Qualys, Inc.	06/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Qualys, Inc.	06/12/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 12.42 percent is excessive. * The plan administrator may provide loans to officers for the exercise of awards.
Quanex Building Products Corporation	02/27/2024	Management	1	Elect Director Susan F. Davis	For	For	Against	Against	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/27/2024	Management	2	Elect Director Bradley E. Hughes	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/27/2024	Management	3	Elect Director Jason D. Lippert	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Quanex Building Products Corporation	02/27/2024	Management	4	Elect Director Donald R. Maier	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/27/2024	Management	5	Elect Director Curtis M. Stevens	For	For	Against	Against	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/27/2024	Management	6	Elect Director William E. Waltz, Jr.	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/27/2024	Management	7	Elect Director George L. Wilson	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/27/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Quanex Building Products Corporation	02/27/2024	Management	9	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Quanterix Corporation	06/03/2024	Management	1	Elect Director Karen A. Flynn	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Madaus are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Martin Madaus and Karen Flynn are warranted due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Quanterix Corporation	06/03/2024	Management	2	Elect Director Martin D. Madaus	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Madaus are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Martin Madaus and Karen Flynn are warranted due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Quanterix Corporation	06/03/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Quanterix Corporation	06/03/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
QuidelOrtho Corporation	05/14/2024	Management	1	Elect Director Kenneth F. Buechler	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	2	Elect Director Evelyn S. Dilsaver	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	3	Elect Director Edward L. Michael	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	4	Elect Director Mary Lake Polan	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	5	Elect Director James R. Prutow	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	6	Elect Director Ann D. Rhoads	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
QuidelOrtho Corporation	05/14/2024	Management	7	Elect Director Robert R. Schmidt	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	8	Elect Director Matthew W. Strobeck	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	9	Elect Director Kenneth J. Widder	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	10	Elect Director Joseph D. Wilkins, Jr.	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
QuidelOrtho Corporation	05/14/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
R1 RCM Inc.	05/22/2024	Management	1	Elect Director Bradford Kyle Armbruster	For	Withhold	Withhold	Withhold	WITHHOLD votes for Bradford Armbruster, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	2	Elect Director Clay Ashdown	For	For	For	For	WITHHOLD votes for Bradford Armbruster, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	3	Elect Director Agnes Bundy Scanlan	For	For	For	For	WITHHOLD votes for Bradford Armbruster, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	4	Elect Director Jeremy Delinsky	For	For	For	For	WITHHOLD votes for Bradford Armbruster, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	5	Elect Director David M. Dill	For	For	For	For	WITHHOLD votes for Bradford Armbruster, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	6	Elect Director Michael C. Feiner	For	For	For	For	WITHHOLD votes for Bradford Armbruster, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	7	Elect Director Joseph Flanagan	For	Withhold	Withhold	Withhold	WITHHOLD votes for Bradford Armbruster, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
R1 RCM Inc.	05/22/2024	Management	8	Elect Director John B. Henneman, III	For	For	For	For	WITHHOLD votes for Bradford Ambrester, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	9	Elect Director Matthew Holt	For	Withhold	Withhold	Withhold	WITHHOLD votes for Bradford Ambrester, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	10	Elect Director Neal Moszkowski	For	Withhold	Withhold	Withhold	WITHHOLD votes for Bradford Ambrester, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	11	Elect Director Dominic Nakis	For	For	For	For	WITHHOLD votes for Bradford Ambrester, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	12	Elect Director Lee Rivas	For	For	For	For	WITHHOLD votes for Bradford Ambrester, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	13	Elect Director Ian Sacks	For	For	For	For	WITHHOLD votes for Bradford Ambrester, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	14	Elect Director Jill Smith	For	For	For	For	WITHHOLD votes for Bradford Ambrester, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	15	Elect Director Anthony J. Speranzo	For	For	For	For	WITHHOLD votes for Bradford Ambrester, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	16	Elect Director Anthony R. Tersigni	For	For	For	For	WITHHOLD votes for Bradford Ambrester, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	17	Elect Director Erik G. Wexler	For	For	For	For	WITHHOLD votes for Bradford Ambrester, Joseph Flanagan, Matthew Holt, and Neal Moszkowski are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
R1 RCM Inc.	05/22/2024	Management	18	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
R1 RCM Inc.	05/22/2024	Management	19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
R1 RCM Inc.	05/22/2024	Management	20	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Radian Group Inc.	05/22/2024	Management	1	Elect Director Howard B. Culang	For	For	For	For	Votes AGAINST Lisa Hess, Gregory Serio and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/22/2024	Management	2	Elect Director Fawad Ahmad	For	For	For	For	Votes AGAINST Lisa Hess, Gregory Serio and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/22/2024	Management	3	Elect Director Brad L. Conner	For	For	For	For	Votes AGAINST Lisa Hess, Gregory Serio and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/22/2024	Management	4	Elect Director Debra Hess	For	For	For	For	Votes AGAINST Lisa Hess, Gregory Serio and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/22/2024	Management	5	Elect Director Lisa W. Hess	For	For	Against	Against	Votes AGAINST Lisa Hess, Gregory Serio and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/22/2024	Management	6	Elect Director Anne Leyden	For	For	For	For	Votes AGAINST Lisa Hess, Gregory Serio and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/22/2024	Management	7	Elect Director Brian D. Montgomery	For	For	For	For	Votes AGAINST Lisa Hess, Gregory Serio and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/22/2024	Management	8	Elect Director Lisa Mumford	For	For	For	For	Votes AGAINST Lisa Hess, Gregory Serio and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/22/2024	Management	9	Elect Director Gregory V. Serio	For	For	Against	Against	Votes AGAINST Lisa Hess, Gregory Serio and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/22/2024	Management	10	Elect Director Noel J. Spiegel	For	For	Against	Against	Votes AGAINST Lisa Hess, Gregory Serio and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/22/2024	Management	11	Elect Director Richard G. Thornberry	For	For	For	For	Votes AGAINST Lisa Hess, Gregory Serio and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Radian Group Inc.	05/22/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RadNet, Inc.	06/12/2024	Management	1	Elect Director Howard G. Berger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and A. Gregory (Greg) Sorensen are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for lack of racial/ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
RadNet, Inc.	06/12/2024	Management	2	Elect Director Christine N. Gordon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and A. Gregory (Greg) Sorensen are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for lack of racial/ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/12/2024	Management	3	Elect Director A. Gregory Sorensen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and A. Gregory (Greg) Sorensen are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for lack of racial/ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/12/2024	Management	4	Elect Director Laura P. Jacobs	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and A. Gregory (Greg) Sorensen are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for lack of racial/ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/12/2024	Management	5	Elect Director Lawrence L. Levitt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and A. Gregory (Greg) Sorensen are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for lack of racial/ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/12/2024	Management	6	Elect Director Gregory E. Spurlock	For	For	For	For	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and A. Gregory (Greg) Sorensen are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for lack of racial/ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/12/2024	Management	7	Elect Director David L. Swartz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and A. Gregory (Greg) Sorensen are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for lack of racial/ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/12/2024	Management	8	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RadNet, Inc.	06/12/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Rafael Holdings, Inc.	01/10/2024	Management	1	Elect Director Susan Y. Bernstein	For	For	For	For	Votes AGAINST Howard Jonas are further warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent Governance Committee members Stephen Greenberg, Mark McCamish, and Michael Weiss are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote AGAINST director nominee Howard Jonas is warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR Susan Bernstein is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rafael Holdings, Inc.	01/10/2024	Management	2	Elect Director Stephen M. Greenberg	For	Against	Against	Against	Votes AGAINST Howard Jonas are further warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent Governance Committee members Stephen Greenberg, Mark McCamish, and Michael Weiss are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote AGAINST director nominee Howard Jonas is warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR Susan Bernstein is warranted.
Rafael Holdings, Inc.	01/10/2024	Management	3	Elect Director Howard S. Jonas	For	Against	Against	Against	Votes AGAINST Howard Jonas are further warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent Governance Committee members Stephen Greenberg, Mark McCamish, and Michael Weiss are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote AGAINST director nominee Howard Jonas is warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR Susan Bernstein is warranted.
Rafael Holdings, Inc.	01/10/2024	Management	4	Elect Director Mark A. McCamish	For	Against	Against	Against	Votes AGAINST Howard Jonas are further warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent Governance Committee members Stephen Greenberg, Mark McCamish, and Michael Weiss are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote AGAINST director nominee Howard Jonas is warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR Susan Bernstein is warranted.
Rafael Holdings, Inc.	01/10/2024	Management	5	Elect Director Michael J. Weiss	For	Against	Against	Against	Votes AGAINST Howard Jonas are further warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent Governance Committee members Stephen Greenberg, Mark McCamish, and Michael Weiss are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote AGAINST director nominee Howard Jonas is warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR Susan Bernstein is warranted.
Rafael Holdings, Inc.	01/10/2024	Management	6	Ratify CohnReznick LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Rafael Holdings, Inc.	01/10/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. In addition, the identified pay-for-performance misalignment has only been somewhat mitigated at this time. Although the CEO's bonuses are entirely discretionary, his total compensation significantly decreased due to not receiving equity awards for this year, making his total compensation more in line with the peer median and company performance.
Rafael Holdings, Inc.	01/10/2024	Management	8	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Rallybio Corporation	05/15/2024	Management	1	Elect Director Wendy K. Chung	For	Against	Against	Against	A vote AGAINST Governance Committee members Wendy Chung, Robert (Rob) Hopfner, and Ronald (Ron) Hunt is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee Hui Liu is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rallybio Corporation	05/15/2024	Management	2	Elect Director Robert Hopfner	For	Against	Against	Against	A vote AGAINST Governance Committee members Wendy Chung, Robert (Rob) Hopfner, and Ronald (Ron) Hunt is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee Hui Liu is warranted.
Rallybio Corporation	05/15/2024	Management	3	Elect Director Ronald Hunt	For	Against	Against	Against	A vote AGAINST Governance Committee members Wendy Chung, Robert (Rob) Hopfner, and Ronald (Ron) Hunt is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee Hui Liu is warranted.
Rallybio Corporation	05/15/2024	Management	4	Elect Director Hui Liu	For	For	For	For	A vote AGAINST Governance Committee members Wendy Chung, Robert (Rob) Hopfner, and Ronald (Ron) Hunt is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee Hui Liu is warranted.
Rallybio Corporation	05/15/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ramaco Resources, Inc.	06/26/2024	Management	1	Elect Director Peter Leidel	For	For	For	For	WITHHOLD votes for incumbent Audit Committee member C. Lynch Christian III are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are further warranted for Governance Committee member C. Lynch Christian III given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes FOR the remaining director nominees are warranted.
Ramaco Resources, Inc.	06/26/2024	Management	2	Elect Director C. Lynch Christian, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee member C. Lynch Christian III are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are further warranted for Governance Committee member C. Lynch Christian III given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes FOR the remaining director nominees are warranted.
Ramaco Resources, Inc.	06/26/2024	Management	3	Elect Director Aurelia Skipwith Giacometto	For	For	For	For	WITHHOLD votes for incumbent Audit Committee member C. Lynch Christian III are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are further warranted for Governance Committee member C. Lynch Christian III given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes FOR the remaining director nominees are warranted.
Ramaco Resources, Inc.	06/26/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ramaco Resources, Inc.	06/26/2024	Shareholder	5	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
Rambus Inc.	04/25/2024	Management	1	Elect Director Charles Kissner	For	For	Against	Against	Votes AGAINST Charles Kissner are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent governance committee member Charles Kissner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rambus Inc.	04/25/2024	Management	2	Elect Director Meera Rao	For	For	For	For	Votes AGAINST Charles Kissner are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent governance committee member Charles Kissner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Rambus Inc.	04/25/2024	Management	3	Elect Director Necip Sayiner	For	For	For	For	Votes AGAINST Charles Kissner are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent governance committee member Charles Kissner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Rambus Inc.	04/25/2024	Management	4	Elect Director Luc Seraphin	For	For	For	For	Votes AGAINST Charles Kissner are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent governance committee member Charles Kissner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Rambus Inc.	04/25/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Rambus Inc.	04/25/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Range Resources Corporation	05/08/2024	Management	1	Elect Director Brenda A. Cline	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/08/2024	Management	2	Elect Director Dennis L. Degner	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/08/2024	Management	3	Elect Director Margaret K. Dorman	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/08/2024	Management	4	Elect Director James M. Funk	For	For	Against	Against	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/08/2024	Management	5	Elect Director Steve D. Gray	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/08/2024	Management	6	Elect Director Charles G. Griffie	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/08/2024	Management	7	Elect Director Greg G. Maxwell	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/08/2024	Management	8	Elect Director Reginal W. Spiller	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/08/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Range Resources Corporation	05/08/2024	Management	10	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Range Resources Corporation	05/08/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ranpak Holdings Corp.	05/23/2024	Management	1	Elect Director Thomas F. Corley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Thomas Corley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Compensation Committee member Robert King for demonstrating poor responsiveness to shareholder concerns following the low say-on-pay votes for two consecutive years. A vote FOR director nominee Michael Jones is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ranpak Holdings Corp.	05/23/2024	Management	2	Elect Director Michael A. Jones	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Thomas Corley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Compensation Committee member Robert King for demonstrating poor responsiveness to shareholder concerns following the low say-on-pay votes for two consecutive years. A vote FOR director nominee Michael Jones is warranted.
Ranpak Holdings Corp.	05/23/2024	Management	3	Elect Director Robert C. King	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Thomas Corley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Compensation Committee member Robert King for demonstrating poor responsiveness to shareholder concerns following the low say-on-pay votes for two consecutive years. A vote FOR director nominee Michael Jones is warranted.
Ranpak Holdings Corp.	05/23/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Ranpak Holdings Corp.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. The identified pay-for-performance misalignment has been sufficiently mitigated at this time. Annual incentives are based on a preset objective measure and annual equity grants are performance-based. While the PRSUs have an annual performance period and utilize identical metrics as the STI program, the company has disclosed that beginning in FY2024, PRSUs will have a three-year performance period.
Rapt Therapeutics, Inc.	05/22/2024	Management	1	Elect Director William J. Rieflin	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee members Linda Kozick and Lori Lyons-Williams given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee William Rieflin is warranted.
Rapt Therapeutics, Inc.	05/22/2024	Management	2	Elect Director Linda Kozick	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee members Linda Kozick and Lori Lyons-Williams given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee William Rieflin is warranted.
Rapt Therapeutics, Inc.	05/22/2024	Management	3	Elect Director Lori Lyons-Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee members Linda Kozick and Lori Lyons-Williams given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee William Rieflin is warranted.
Rapt Therapeutics, Inc.	05/22/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Rayonier Advanced Materials Inc.	05/15/2024	Management	1	Elect Director Charles E. Adair	For	For	For	For	A vote FOR all director nominees is warranted.
Rayonier Advanced Materials Inc.	05/15/2024	Management	2	Elect Director Julie A. Dill	For	For	For	For	A vote FOR all director nominees is warranted.
Rayonier Advanced Materials Inc.	05/15/2024	Management	3	Elect Director James F. Kirsch	For	For	For	For	A vote FOR all director nominees is warranted.
Rayonier Advanced Materials Inc.	05/15/2024	Management	4	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Rayonier Advanced Materials Inc.	05/15/2024	Management	5	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rayonier Advanced Materials Inc.	05/15/2024	Management	6	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Rayonier Advanced Materials Inc.	05/15/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Rayonier Advanced Materials Inc.	05/15/2024	Management	8	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RBB Bancorp	05/15/2024	Management	1	Elect Director William Bennett	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/15/2024	Management	2	Elect Director Robert M. Franko	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/15/2024	Management	3	Elect Director Christina Kao	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/15/2024	Management	4	Elect Director James W. Kao	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/15/2024	Management	5	Elect Director Joyce Wong Lee	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/15/2024	Management	6	Elect Director Christopher Lin	For	For	Withhold	Withhold	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/15/2024	Management	7	Elect Director David R. Morris	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/15/2024	Management	8	Elect Director Geraldine Pannu	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/15/2024	Management	9	Elect Director Scott Polakoff	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/15/2024	Management	10	Elect Director Frank Wong	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
RBB Bancorp	05/15/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
RBB Bancorp	05/15/2024	Management	13	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
RE/MAX Holdings, Inc.	05/23/2024	Management	1	Elect Director Erik Carlson	For	For	For	For	A vote FOR all director nominees is warranted.
RE/MAX Holdings, Inc.	05/23/2024	Management	2	Elect Director Kathleen J. Cunningham	For	For	For	For	A vote FOR all director nominees is warranted.
RE/MAX Holdings, Inc.	05/23/2024	Management	3	Elect Director Christine M. Riordan	For	For	For	For	A vote FOR all director nominees is warranted.
RE/MAX Holdings, Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
RE/MAX Holdings, Inc.	05/23/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Red River Bancshares, Inc.	05/02/2024	Management	1	Elect Director M. Scott Ashbrook	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, M. Scott Ashbrook, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Teddy Price, Michael Crowell, Robert Nichols, and Don Thompson are warranted due to concerns regarding the company's executive compensation practices. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Red River Bancshares, Inc.	05/02/2024	Management	2	Elect Director Michael J. Brown	For	For	For	For	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, M. Scott Ashbrook, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Teddy Price, Michael Crowell, Robert Nichols, and Don Thompson are warranted due to concerns regarding the company's executive compensation practices. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/02/2024	Management	3	Elect Director R. Blake Chatelain	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, M. Scott Ashbrook, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Teddy Price, Michael Crowell, Robert Nichols, and Don Thompson are warranted due to concerns regarding the company's executive compensation practices. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/02/2024	Management	4	Elect Director Kirk D. Cooper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, M. Scott Ashbrook, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Teddy Price, Michael Crowell, Robert Nichols, and Don Thompson are warranted due to concerns regarding the company's executive compensation practices. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/02/2024	Management	5	Elect Director Michael D. Crowell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, M. Scott Ashbrook, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Teddy Price, Michael Crowell, Robert Nichols, and Don Thompson are warranted due to concerns regarding the company's executive compensation practices. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/02/2024	Management	6	Elect Director Anna Brasher Moreau	For	For	For	For	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, M. Scott Ashbrook, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Teddy Price, Michael Crowell, Robert Nichols, and Don Thompson are warranted due to concerns regarding the company's executive compensation practices. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Red River Bancshares, Inc.	05/02/2024	Management	7	Elect Director Robert A. Nichols	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, M. Scott Ashbrook, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Teddy Price, Michael Crowell, Robert Nichols, and Don Thompson are warranted due to concerns regarding the company's executive compensation practices. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/02/2024	Management	8	Elect Director Willie P. Obey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, M. Scott Ashbrook, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Teddy Price, Michael Crowell, Robert Nichols, and Don Thompson are warranted due to concerns regarding the company's executive compensation practices. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/02/2024	Management	9	Elect Director Teddy R. Price	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, M. Scott Ashbrook, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Teddy Price, Michael Crowell, Robert Nichols, and Don Thompson are warranted due to concerns regarding the company's executive compensation practices. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/02/2024	Management	10	Elect Director Don L. Thompson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, M. Scott Ashbrook, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Teddy Price, Michael Crowell, Robert Nichols, and Don Thompson are warranted due to concerns regarding the company's executive compensation practices. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/02/2024	Management	11	Elect Director H. Lindsey Torbett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, M. Scott Ashbrook, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Teddy Price, Michael Crowell, Robert Nichols, and Don Thompson are warranted due to concerns regarding the company's executive compensation practices. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/02/2024	Management	12	Ratify EisnerAmper LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Red Rock Resorts, Inc.	05/30/2024	Management	1	Elect Director Frank J. Fertiitta, III	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Robert Cashell Jr. for failing to establish gender and racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members James Nave, Robert Cashell, Jr., and Robert Lewis are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes are further warranted for Governance Committee chair Robert Cashell Jr. given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members James Nave, Robert Cashell Jr., and Robert Lewis for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Frank Fertiitta III and Lorenzo Fertiitta as their ownership of the supervoting shares provide them with voting power control of the company.
Red Rock Resorts, Inc.	05/30/2024	Management	2	Elect Director Lorenzo J. Fertiitta	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Robert Cashell Jr. for failing to establish gender and racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members James Nave, Robert Cashell, Jr., and Robert Lewis are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes are further warranted for Governance Committee chair Robert Cashell Jr. given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members James Nave, Robert Cashell Jr., and Robert Lewis for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Frank Fertiitta III and Lorenzo Fertiitta as their ownership of the supervoting shares provide them with voting power control of the company.
Red Rock Resorts, Inc.	05/30/2024	Management	3	Elect Director Robert A. Cashell, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Robert Cashell Jr. for failing to establish gender and racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members James Nave, Robert Cashell, Jr., and Robert Lewis are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes are further warranted for Governance Committee chair Robert Cashell Jr. given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members James Nave, Robert Cashell Jr., and Robert Lewis for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Frank Fertiitta III and Lorenzo Fertiitta as their ownership of the supervoting shares provide them with voting power control of the company.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Red Rock Resorts, Inc.	05/30/2024	Management	4	Elect Director Robert E. Lewis	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Robert Cashell Jr. for failing to establish gender and racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members James Nave, Robert Cashell, Jr., and Robert Lewis are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes are further warranted for Governance Committee chair Robert Cashell Jr. given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members James Nave, Robert Cashell Jr., and Robert Lewis for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Frank Fertitta III and Lorenzo Fertitta as their ownership of the supervoting shares provide them with voting power control of the company.
Red Rock Resorts, Inc.	05/30/2024	Management	5	Elect Director James E. Nave	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Robert Cashell Jr. for failing to establish gender and racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members James Nave, Robert Cashell, Jr., and Robert Lewis are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes are further warranted for Governance Committee chair Robert Cashell Jr. given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members James Nave, Robert Cashell Jr., and Robert Lewis for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Frank Fertitta III and Lorenzo Fertitta as their ownership of the supervoting shares provide them with voting power control of the company.
Red Rock Resorts, Inc.	05/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO inordinate amounts of home/personal security benefits and the total amount of perquisite compensation for the CEO is deemed excessive.
Red Rock Resorts, Inc.	05/30/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Red Violet, Inc.	05/30/2024	Management	1	Elect Director Peter Benz	For	For	For	For	WITHHOLD votes for Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. WITHHOLD votes for the Nominating Committee chair Steven (Steve) Rubin are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Red Violet, Inc.	05/30/2024	Management	2	Elect Director Derek Dubner	For	For	For	For	WITHHOLD votes for Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. WITHHOLD votes for the Nominating Committee chair Steven (Steve) Rubin are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Red Violet, Inc.	05/30/2024	Management	3	Elect Director William (Bill) Livek	For	For	For	For	WITHHOLD votes for Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. WITHHOLD votes for the Nominating Committee chair Steven (Steve) Rubin are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Red Violet, Inc.	05/30/2024	Management	4	Elect Director Steven D. Rubin	For	Withhold	Withhold	Withhold	WITHHOLD votes for Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. WITHHOLD votes for the Nominating Committee chair Steven (Steve) Rubin are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Red Violet, Inc.	05/30/2024	Management	5	Elect Director Lisa Stanton	For	For	For	For	WITHHOLD votes for Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. WITHHOLD votes for the Nominating Committee chair Steven (Steve) Rubin are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Red Violet, Inc.	05/30/2024	Management	6	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Red Violet, Inc.	05/30/2024	Management	7	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Red Violet, Inc.	05/30/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
REGENXBIO Inc.	05/31/2024	Management	1	Elect Director George Migausky	For	For	For	For	WITHHOLD votes are warranted for David Stump due to the following reasons: * As Nominating Committee chair, the company's lack of racial/ethnic diversity on the board; and * As Governance Committee member, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
REGENXBIO Inc.	05/31/2024	Management	2	Elect Director Kenneth T. Mills	For	For	For	For	WITHHOLD votes are warranted for David Stump due to the following reasons: * As Nominating Committee chair, the company's lack of racial/ethnic diversity on the board; and * As Governance Committee member, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
REGENXBIO Inc.	05/31/2024	Management	3	Elect Director David C. Stump	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for David Stump due to the following reasons: * As Nominating Committee chair, the company's lack of racial/ethnic diversity on the board; and * As Governance Committee member, the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
REGENXBIO Inc.	05/31/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
REGENXBIO Inc.	05/31/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Regional Management Corp.	05/16/2024	Management	1	Elect Director Robert W. Beck	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carlos Palomares, Robert Beck, Roel Campos and Michael Dunn are warranted for lack of a majority independent board. WITHHOLD votes for Carlos Palomares and Roel Campos are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/16/2024	Management	2	Elect Director Jonathan D. Brown	For	For	For	For	WITHHOLD votes for non-independent nominees Carlos Palomares, Robert Beck, Roel Campos and Michael Dunn are warranted for lack of a majority independent board. WITHHOLD votes for Carlos Palomares and Roel Campos are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Regional Management Corp.	05/16/2024	Management	3	Elect Director Roel C. Campos	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carlos Palomares, Robert Beck, Roel Campos and Michael Dunn are warranted for lack of a majority independent board. WITHHOLD votes for Carlos Palomares and Roel Campos are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/16/2024	Management	4	Elect Director Maria Contreras-Sweet	For	For	For	For	WITHHOLD votes for non-independent nominees Carlos Palomares, Robert Beck, Roel Campos and Michael Dunn are warranted for lack of a majority independent board. WITHHOLD votes for Carlos Palomares and Roel Campos are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/16/2024	Management	5	Elect Director Michael R. Dunn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carlos Palomares, Robert Beck, Roel Campos and Michael Dunn are warranted for lack of a majority independent board. WITHHOLD votes for Carlos Palomares and Roel Campos are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/16/2024	Management	6	Elect Director Steven J. Freiberg	For	For	For	For	WITHHOLD votes for non-independent nominees Carlos Palomares, Robert Beck, Roel Campos and Michael Dunn are warranted for lack of a majority independent board. WITHHOLD votes for Carlos Palomares and Roel Campos are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/16/2024	Management	7	Elect Director Sandra K. Johnson	For	For	For	For	WITHHOLD votes for non-independent nominees Carlos Palomares, Robert Beck, Roel Campos and Michael Dunn are warranted for lack of a majority independent board. WITHHOLD votes for Carlos Palomares and Roel Campos are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/16/2024	Management	8	Elect Director Carlos Palomares	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carlos Palomares, Robert Beck, Roel Campos and Michael Dunn are warranted for lack of a majority independent board. WITHHOLD votes for Carlos Palomares and Roel Campos are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/16/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Regional Management Corp.	05/16/2024	Management	10	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.80 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Regional Management Corp.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Regional Management Corp.	05/16/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Relay Therapeutics, Inc.	06/03/2024	Management	1	Elect Director Sanjiv K. Patel	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Linda Hill given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Sanjiv Patel is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Relay Therapeutics, Inc.	06/03/2024	Management	2	Elect Director Linda A. Hill	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee chair Linda Hill given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Sanjiv Patel is warranted.
Relay Therapeutics, Inc.	06/03/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives lack pre-set performance criteria. While LTI awards introduced a performance equity component, there are concerns regarding the rigor of the performance goal and the relatively brief potential vesting duration of earned awards. Moreover, the magnitude of CEO Patel's annual equity award is large, particularly in the context of the company's negative TSR, and the number of shares underlying this award more than doubled year-over-year.
Relay Therapeutics, Inc.	06/03/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Relmada Therapeutics, Inc.	05/24/2024	Management	1	Elect Director John Glasspool	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member John Glasspool for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR director nominee Paul Kelly is warranted.
Relmada Therapeutics, Inc.	05/24/2024	Management	2	Elect Director Paul Kelly	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member John Glasspool for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR director nominee Paul Kelly is warranted.
Relmada Therapeutics, Inc.	05/24/2024	Management	3	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Relmada Therapeutics, Inc.	05/24/2024	Management	4	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 42.10 percent is excessive. * The company's three-year average burn rate is excessive. * The plan allows for auto-accelerated vesting of awards upon a change in control.
Relmada Therapeutics, Inc.	05/24/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Remitly Global, Inc.	06/12/2024	Management	1	Elect Director Joshua Hug	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Matthew Oppenheimer, Joshua (Josh) Hug, and Margaret (Peggy) Smyth given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Remitly Global, Inc.	06/12/2024	Management	2	Elect Director Matthew Oppenheimer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Matthew Oppenheimer, Joshua (Josh) Hug, and Margaret (Peggy) Smyth given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Remitly Global, Inc.	06/12/2024	Management	3	Elect Director Margaret M. Smyth	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Matthew Oppenheimer, Joshua (Josh) Hug, and Margaret (Peggy) Smyth given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Remitly Global, Inc.	06/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Remitly Global, Inc.	06/12/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Renasant Corporation	04/23/2024	Management	1	Elect Director Donald Clark, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees C. Mitchell Waycaster and Albert Dale III are warranted for lack of a majority independent board. WITHHOLD votes for Albert Dale III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Renasant Corporation	04/23/2024	Management	2	Elect Director Albert J. Dale, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Mitchell Waycaster and Albert Dale III are warranted for lack of a majority independent board. WITHHOLD votes for Albert Dale III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Renasant Corporation	04/23/2024	Management	3	Elect Director Connie L. Engel	For	For	For	For	WITHHOLD votes for non-independent nominees C. Mitchell Waycaster and Albert Dale III are warranted for lack of a majority independent board. WITHHOLD votes for Albert Dale III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Renasant Corporation	04/23/2024	Management	4	Elect Director C. Mitchell Waycaster	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Mitchell Waycaster and Albert Dale III are warranted for lack of a majority independent board. WITHHOLD votes for Albert Dale III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Renasant Corporation	04/23/2024	Management	5	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Renasant Corporation	04/23/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Renasant Corporation	04/23/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Renasant Corporation	04/23/2024	Management	8	Ratify HORNE LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Repay Holdings Corporation	05/30/2024	Management	1	Elect Director Shaler Alias	For	For	For	For	A vote FOR all director nominees is warranted.
Repay Holdings Corporation	05/30/2024	Management	2	Elect Director Paul R. Garcia	For	For	For	For	A vote FOR all director nominees is warranted.
Repay Holdings Corporation	05/30/2024	Management	3	Elect Director Maryann Goebel	For	For	For	For	A vote FOR all director nominees is warranted.
Repay Holdings Corporation	05/30/2024	Management	4	Elect Director Robert H. Hartheimer	For	For	For	For	A vote FOR all director nominees is warranted.
Repay Holdings Corporation	05/30/2024	Management	5	Elect Director William Jacobs	For	For	For	For	A vote FOR all director nominees is warranted.
Repay Holdings Corporation	05/30/2024	Management	6	Elect Director Peter "Pete" J. Kight	For	For	For	For	A vote FOR all director nominees is warranted.
Repay Holdings Corporation	05/30/2024	Management	7	Elect Director John Morris	For	For	For	For	A vote FOR all director nominees is warranted.
Repay Holdings Corporation	05/30/2024	Management	8	Elect Director Emnet Rios	For	For	For	For	A vote FOR all director nominees is warranted.
Repay Holdings Corporation	05/30/2024	Management	9	Elect Director Richard E. Thornburgh	For	For	For	For	A vote FOR all director nominees is warranted.
Repay Holdings Corporation	05/30/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Repay Holdings Corporation	05/30/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Repay Holdings Corporation	05/30/2024	Management	12	Ratify Grant Thornton, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Republic Bancorp, Inc.	04/25/2024	Management	1	Elect Director Yoania Cannon	For	For	For	For	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oylar III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Republic Bancorp, Inc.	04/25/2024	Management	2	Elect Director David P. Feaster	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Republic Bancorp, Inc.	04/25/2024	Management	3	Elect Director Jennifer N. Green	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Republic Bancorp, Inc.	04/25/2024	Management	4	Elect Director Heather V. Howell	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Republic Bancorp, Inc.	04/25/2024	Management	5	Elect Director Timothy S. Huval	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Republic Bancorp, Inc.	04/25/2024	Management	6	Elect Director Ernest W. Marshall, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Republic Bancorp, Inc.	04/25/2024	Management	7	Elect Director W. Patrick Mulloy, II	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Republic Bancorp, Inc.	04/25/2024	Management	8	Elect Director W. Kennett Oyler, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Republic Bancorp, Inc.	04/25/2024	Management	9	Elect Director Logan M. Pichel	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Republic Bancorp, Inc.	04/25/2024	Management	10	Elect Director Vidya Ravichandran	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Republic Bancorp, Inc.	04/25/2024	Management	11	Elect Director Alejandro M. Sanchez	For	For	For	For	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Republic Bancorp, Inc.	04/25/2024	Management	12	Elect Director A. Scott Trager	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Republic Bancorp, Inc.	04/25/2024	Management	13	Elect Director Steven E. Trager	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Republic Bancorp, Inc.	04/25/2024	Management	14	Elect Director Andrew Trager-Kusman	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Republic Bancorp, Inc.	04/25/2024	Management	15	Elect Director Mark A. Vogt	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Pat) Mulloy II are warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Vidya Ravichandran, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Republic Bancorp, Inc.	04/25/2024	Management	16	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Resideo Technologies, Inc.	06/05/2024	Management	1	Elect Director Roger Fradin	For	For	For	For	Votes AGAINST Jack Lazar are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/05/2024	Management	2	Elect Director Jay Geldmacher	For	For	For	For	Votes AGAINST Jack Lazar are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/05/2024	Management	3	Elect Director Paul Deninger	For	For	For	For	Votes AGAINST Jack Lazar are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/05/2024	Management	4	Elect Director Cynthia Hostetler	For	For	For	For	Votes AGAINST Jack Lazar are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/05/2024	Management	5	Elect Director Brian Kushner	For	For	For	For	Votes AGAINST Jack Lazar are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/05/2024	Management	6	Elect Director Jack Lazar	For	For	Against	Against	Votes AGAINST Jack Lazar are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/05/2024	Management	7	Elect Director Nina Richardson	For	For	For	For	Votes AGAINST Jack Lazar are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/05/2024	Management	8	Elect Director Andrew Teich	For	For	For	For	Votes AGAINST Jack Lazar are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/05/2024	Management	9	Elect Director Sharon Wienbar	For	For	For	For	Votes AGAINST Jack Lazar are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/05/2024	Management	10	Elect Director Kareem Yusuf	For	For	For	For	Votes AGAINST Jack Lazar are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/05/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Resideo Technologies, Inc.	06/05/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Resideo Technologies, Inc.	06/05/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Resideo Technologies, Inc.	06/05/2024	Shareholder	14	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
REV Group, Inc.	02/29/2024	Management	1	Elect Director Jean Marie "John" Canan	For	Against	Against	Against	A vote AGAINST Jean Marie (John) Canan and Charles Dutil is warranted: * given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominee, Kathleen Steele, is warranted.
REV Group, Inc.	02/29/2024	Management	2	Elect Director Charles Dutil	For	Against	Against	Against	A vote AGAINST Jean Marie (John) Canan and Charles Dutil is warranted: * given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominee, Kathleen Steele, is warranted.
REV Group, Inc.	02/29/2024	Management	3	Elect Director Kathleen M. Steele	For	For	For	For	A vote AGAINST Jean Marie (John) Canan and Charles Dutil is warranted: * given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominee, Kathleen Steele, is warranted.
REV Group, Inc.	02/29/2024	Management	4	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
REV Group, Inc.	02/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
REV Group, Inc.	02/29/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
REV Group, Inc.	02/29/2024	Management	7	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Revolution Medicines, Inc.	06/20/2024	Management	1	Elect Director Elizabeth McKee Anderson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for failure to adequately address the lack of majority support for the re-election of Alexis Borisy at last year's annual meeting. WITHHOLD votes are further warranted for Governance Committee member Lorence Kim given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Revolution Medicines, Inc.	06/20/2024	Management	2	Elect Director Flavia Borellini	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for failure to adequately address the lack of majority support for the re-election of Alexis Borisy at last year's annual meeting. WITHHOLD votes are further warranted for Governance Committee member Lorence Kim given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Revolution Medicines, Inc.	06/20/2024	Management	3	Elect Director Lorence Kim	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for failure to adequately address the lack of majority support for the re-election of Alexis Borisy at last year's annual meeting. WITHHOLD votes are further warranted for Governance Committee member Lorence Kim given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Revolution Medicines, Inc.	06/20/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Revolution Medicines, Inc.	06/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
REX American Resources Corporation	06/11/2024	Management	1	Elect Director Stuart A. Rose	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Cheryl (Cheri) Bustos and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/11/2024	Management	2	Elect Director Zafar A. Rizvi	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Cheryl (Cheri) Bustos and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/11/2024	Management	3	Elect Director Edward M. Kress	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Cheryl (Cheri) Bustos and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/11/2024	Management	4	Elect Director David S. Harris	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Cheryl (Cheri) Bustos and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/11/2024	Management	5	Elect Director Charles A. Elcan	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Cheryl (Cheri) Bustos and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/11/2024	Management	6	Elect Director Mervyn L. Alphonso	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Cheryl (Cheri) Bustos and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.



# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
REX American Resources Corporation	06/11/2024	Management	7	Elect Director Lee I. Fisher	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Cheryl (Cheri) Bustos and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/11/2024	Management	8	Elect Director Anne C. MacMillan	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Cheryl (Cheri) Bustos and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/11/2024	Management	9	Elect Director Cheryl L. Bustos	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Cheryl (Cheri) Bustos and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/11/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Reynolds Consumer Products Inc.	04/24/2024	Management	1	Elect Director Helen Golding	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Helen Golding and Allen Hugli are warranted for lack of a majority independent board. WITHHOLD votes for Helen Golding are also warranted (i) for serving as a non-independent member of certain key board committees and (ii) as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Christine Montenegro McGrath is warranted.
Reynolds Consumer Products Inc.	04/24/2024	Management	2	Elect Director Allen P. Hugli	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Helen Golding and Allen Hugli are warranted for lack of a majority independent board. WITHHOLD votes for Helen Golding are also warranted (i) for serving as a non-independent member of certain key board committees and (ii) as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Christine Montenegro McGrath is warranted.
Reynolds Consumer Products Inc.	04/24/2024	Management	3	Elect Director Christine Montenegro McGrath	For	For	For	For	WITHHOLD votes for non-independent nominees Helen Golding and Allen Hugli are warranted for lack of a majority independent board. WITHHOLD votes for Helen Golding are also warranted (i) for serving as a non-independent member of certain key board committees and (ii) as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Christine Montenegro McGrath is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Reynolds Consumer Products Inc.	04/24/2024	Management	4	Amend Certificate of Incorporation to Allow the Exculpation of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
Reynolds Consumer Products Inc.	04/24/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Reynolds Consumer Products Inc.	04/24/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
RGC Resources, Inc.	01/29/2024	Management	1	Elect Director T. Joe Crawford	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Nester and Maryellen Goodlatte are warranted for lack of a majority independent board. WITHHOLD votes for Maryellen Goodlatte are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members T. Joe Crawford and Maryellen Goodlatte are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Nomination Committee chair Maryellen Goodlatte are warranted for failing to establish racial/ethnic diversity on the board.
RGC Resources, Inc.	01/29/2024	Management	2	Elect Director Maryellen F. Goodlatte	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Nester and Maryellen Goodlatte are warranted for lack of a majority independent board. WITHHOLD votes for Maryellen Goodlatte are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members T. Joe Crawford and Maryellen Goodlatte are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Nomination Committee chair Maryellen Goodlatte are warranted for failing to establish racial/ethnic diversity on the board.
RGC Resources, Inc.	01/29/2024	Management	3	Elect Director Paul W. Nester	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Nester and Maryellen Goodlatte are warranted for lack of a majority independent board. WITHHOLD votes for Maryellen Goodlatte are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members T. Joe Crawford and Maryellen Goodlatte are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Nomination Committee chair Maryellen Goodlatte are warranted for failing to establish racial/ethnic diversity on the board.
RGC Resources, Inc.	01/29/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company has change-in-control agreements that contain excessive severance payout basis; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * No specific performance goals were disclosed for certain performance-based awards under the company's short- and long-term incentive programs.
RH	06/27/2024	Management	1	Elect Director Gary Friedman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gary Friedman, Carlos Alberini and Keith Belling are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Gary Friedman, Carlos Alberini, and Keith Belling are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
RH	06/27/2024	Management	2	Elect Director Carlos Alberini	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gary Friedman, Carlos Alberini and Keith Belling are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Gary Friedman, Carlos Alberini, and Keith Belling are warranted due to the board's unilateral adoption of an exclusive forum bylaw.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
RH	06/27/2024	Management	3	Elect Director Keith Belling	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gary Friedman, Carlos Alberini and Keith Belling are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Gary Friedman, Carlos Alberini, and Keith Belling are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
RH	06/27/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the concerns raised with regards to the excessive severance provision in legacy agreements, the company's lack of risk mitigating provisions, and the lack of performance metrics for long-term awards granted to certain NEOs in the most recent fiscal year.
RH	06/27/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ribbon Communications Inc.	06/04/2024	Management	1	Elect Director R. Stewart Ewing, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	06/04/2024	Management	2	Elect Director Bruns H. Grayson	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	06/04/2024	Management	3	Elect Director Beatriz V. Infante	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	06/04/2024	Management	4	Elect Director Scott Mair	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	06/04/2024	Management	5	Elect Director Bruce W. McClelland	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	06/04/2024	Management	6	Elect Director Shaul Shani	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	06/04/2024	Management	7	Elect Director Richard W. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	06/04/2024	Management	8	Elect Director Tanya Tamone	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	06/04/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ribbon Communications Inc.	06/04/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Riley Exploration Permian, Inc.	05/10/2024	Management	1	Elect Director Bobby D. Riley	For	For	For	For	A vote FOR the director nominees is warranted.
Riley Exploration Permian, Inc.	05/10/2024	Management	2	Elect Director Bryan H. Lawrence	For	For	For	For	A vote FOR the director nominees is warranted.
Riley Exploration Permian, Inc.	05/10/2024	Management	3	Elect Director Brent Arriaga	For	For	For	For	A vote FOR the director nominees is warranted.
Riley Exploration Permian, Inc.	05/10/2024	Management	4	Elect Director Rebecca L. Bayless	For	For	For	For	A vote FOR the director nominees is warranted.
Riley Exploration Permian, Inc.	05/10/2024	Management	5	Elect Director E. Wayne Nordberg	For	For	For	For	A vote FOR the director nominees is warranted.
Riley Exploration Permian, Inc.	05/10/2024	Management	6	Elect Director Beth A. di Santo	For	For	For	For	A vote FOR the director nominees is warranted.
Riley Exploration Permian, Inc.	05/10/2024	Management	7	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Riley Exploration Permian, Inc.	05/10/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Riot Platforms, Inc.	06/12/2024	Management	1	Elect Director Benjamin Yi	For	For	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Soo il (Benjamin) Yi and Jason Les are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
Riot Platforms, Inc.	06/12/2024	Management	2	Elect Director Jason Les	For	For	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Soo il (Benjamin) Yi and Jason Les are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
Riot Platforms, Inc.	06/12/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Riot Platforms, Inc.	06/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Riot Platforms, Inc.	06/12/2024	Management	5	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
Riot Platforms, Inc.	06/12/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
RLI Corp.	05/02/2024	Management	1	Elect Director Michael E. Angelina	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	2	Elect Director David B. Duclos	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
RLI Corp.	05/02/2024	Management	3	Elect Director Susan S. Fleming	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	4	Elect Director Jordan W. Graham	For	For	Against	Against	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	5	Elect Director Clark C. Kellogg	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	6	Elect Director Craig W. Kliethermes	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	7	Elect Director Paul B. Medini	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	8	Elect Director Robert P. Restrepo, Jr.	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	9	Elect Director Debbie S. Roberts	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	10	Elect Director Michael J. Stone	For	For	Against	Against	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
RLI Corp.	05/02/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Rocket Pharmaceuticals, Inc	06/13/2024	Management	1	Elect Director Elisabeth Bjork	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Pedro Granadillo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc	06/13/2024	Management	2	Elect Director Carsten Boess	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Pedro Granadillo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc	06/13/2024	Management	3	Elect Director Pedro Granadillo	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Governance Committee member Pedro Granadillo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc	06/13/2024	Management	4	Elect Director Gotham Makker	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Pedro Granadillo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rocket Pharmaceuticals, Inc	06/13/2024	Management	5	Elect Director Fady Malik	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Pedro Granadillo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc	06/13/2024	Management	6	Elect Director Gaurav Shah	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Pedro Granadillo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc	06/13/2024	Management	7	Elect Director David P. Southwell	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Pedro Granadillo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc	06/13/2024	Management	8	Elect Director Roderick Wong	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Pedro Granadillo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc	06/13/2024	Management	9	Elect Director R. Keith Woods	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Pedro Granadillo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc	06/13/2024	Management	10	Elect Director Naveen Yalamanchi	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Pedro Granadillo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc	06/13/2024	Management	11	Ratify EisnerAmper LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rocket Pharmaceuticals, Inc	06/13/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Rocket Pharmaceuticals, Inc	06/13/2024	Management	13	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
Rocky Brands, Inc.	06/05/2024	Management	1	Elect Director Michael L. Finn	For	For	Withhold	Withhold	WITHHOLD votes for G. Courtney Haning and Michael Finn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Rocky Brands, Inc.	06/05/2024	Management	2	Elect Director G. Courtney Haning	For	For	Withhold	Withhold	WITHHOLD votes for G. Courtney Haning and Michael Finn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Rocky Brands, Inc.	06/05/2024	Management	3	Elect Director William L. Jordan	For	For	For	For	WITHHOLD votes for G. Courtney Haning and Michael Finn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Rocky Brands, Inc.	06/05/2024	Management	4	Elect Director Curtis A. Loveland	For	For	For	For	WITHHOLD votes for G. Courtney Haning and Michael Finn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Rocky Brands, Inc.	06/05/2024	Management	5	Elect Director Robert B. Moore, Jr.	For	For	For	For	WITHHOLD votes for G. Courtney Haning and Michael Finn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rocky Brands, Inc.	06/05/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Rocky Brands, Inc.	06/05/2024	Management	7	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Rocky Brands, Inc.	06/05/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Rogers Corporation	05/01/2024	Management	1	Elect Director Larry L. Berger	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Peter Wallace are also warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Governance Committee Chair Peter Wallace are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/01/2024	Management	2	Elect Director Donna M. Costello	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Peter Wallace are also warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Governance Committee Chair Peter Wallace are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/01/2024	Management	3	Elect Director Megan Faust	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Peter Wallace are also warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Governance Committee Chair Peter Wallace are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/01/2024	Management	4	Elect Director R. Colin Gouveia	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Peter Wallace are also warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Governance Committee Chair Peter Wallace are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/01/2024	Management	5	Elect Director Armand F. Lauzon, Jr.	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Peter Wallace are also warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Governance Committee Chair Peter Wallace are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/01/2024	Management	6	Elect Director Jeffrey J. Owens	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Peter Wallace are also warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Governance Committee Chair Peter Wallace are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/01/2024	Management	7	Elect Director Anne K. Roby	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Peter Wallace are also warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Governance Committee Chair Peter Wallace are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rogers Corporation	05/01/2024	Management	8	Elect Director Peter C. Wallace	For	Withhold	Withhold	Withhold	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Peter Wallace are also warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Governance Committee Chair Peter Wallace are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/01/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rogers Corporation	05/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Royal Gold, Inc.	05/23/2024	Management	1	Elect Director William Heissenbuttel	For	For	For	For	Votes FOR both director nominees are warranted.
Royal Gold, Inc.	05/23/2024	Management	2	Elect Director Jamie Sokalsky	For	For	For	For	Votes FOR both director nominees are warranted.
Royal Gold, Inc.	05/23/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Royal Gold, Inc.	05/23/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rush Enterprises, Inc.	05/21/2024	Management	1	Elect Director W.M. "Rusty" Rush	For	For	For	For	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William (Bill) Carry, Raymond Chess, and Troy Clarke are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft and automobile-related perquisites, and given that equity awards to the CEO lack any performance-contingent pay elements. A vote FOR the remaining director nominees is warranted.
Rush Enterprises, Inc.	05/21/2024	Management	2	Elect Director Thomas A. Akin	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William (Bill) Carry, Raymond Chess, and Troy Clarke are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft and automobile-related perquisites, and given that equity awards to the CEO lack any performance-contingent pay elements. A vote FOR the remaining director nominees is warranted.
Rush Enterprises, Inc.	05/21/2024	Management	3	Elect Director Raymond J. Chess	For	Withhold	Withhold	Withhold	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William (Bill) Carry, Raymond Chess, and Troy Clarke are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft and automobile-related perquisites, and given that equity awards to the CEO lack any performance-contingent pay elements. A vote FOR the remaining director nominees is warranted.

## B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rush Enterprises, Inc.	05/21/2024	Management	4	Elect Director William H. Cary	For	For	For	For	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William (Bill) Carry, Raymond Chess, and Troy Clarke are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft and automobile-related perquisites, and given that equity awards to the CEO lack any performance-contingent pay elements. A vote FOR the remaining director nominees is warranted.
Rush Enterprises, Inc.	05/21/2024	Management	5	Elect Director Kennon H. Guglielmo	For	Withhold	Withhold	Withhold	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William (Bill) Carry, Raymond Chess, and Troy Clarke are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft and automobile-related perquisites, and given that equity awards to the CEO lack any performance-contingent pay elements. A vote FOR the remaining director nominees is warranted.
Rush Enterprises, Inc.	05/21/2024	Management	6	Elect Director Elaine Mendoza	For	Withhold	Withhold	Withhold	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William (Bill) Carry, Raymond Chess, and Troy Clarke are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft and automobile-related perquisites, and given that equity awards to the CEO lack any performance-contingent pay elements. A vote FOR the remaining director nominees is warranted.
Rush Enterprises, Inc.	05/21/2024	Management	7	Elect Director Troy A. Clarke	For	Withhold	Withhold	Withhold	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William (Bill) Carry, Raymond Chess, and Troy Clarke are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft and automobile-related perquisites, and given that equity awards to the CEO lack any performance-contingent pay elements. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rush Enterprises, Inc.	05/21/2024	Management	8	Elect Director Amy Boerger	For	For	For	For	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William (Bill) Carry, Raymond Chess, and Troy Clarke are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft and automobile-related perquisites, and given that equity awards to the CEO lack any performance-contingent pay elements. A vote FOR the remaining director nominees is warranted.
Rush Enterprises, Inc.	05/21/2024	Management	9	Elect Director Michael J. McRoberts	For	For	For	For	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William (Bill) Carry, Raymond Chess, and Troy Clarke are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft and automobile-related perquisites, and given that equity awards to the CEO lack any performance-contingent pay elements. A vote FOR the remaining director nominees is warranted.
Rush Enterprises, Inc.	05/21/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RXO, Inc.	05/20/2024	Management	1	Elect Director Christine Breves	For	For	For	For	A vote FOR all director nominees is warranted.
RXO, Inc.	05/20/2024	Management	2	Elect Director Adrian Kingshott	For	For	For	For	A vote FOR all director nominees is warranted.
RXO, Inc.	05/20/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
RXO, Inc.	05/20/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ryder System, Inc.	05/03/2024	Management	1	Elect Director Robert J. Eck	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	2	Elect Director Robert A. Hagemann	For	For	For	For	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	3	Elect Director Michael F. Hilton	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ryder System, Inc.	05/03/2024	Management	4	Elect Director Tamara L. Lundgren	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	5	Elect Director Luis P. Nieto, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	6	Elect Director David G. Nord	For	For	For	For	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	7	Elect Director Robert E. Sanchez	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	8	Elect Director Abbie J. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	9	Elect Director E. Follin Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	10	Elect Director Dmitri L. Stockton	For	For	For	For	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	11	Elect Director Charles M. Swoboda	For	For	For	For	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ryder System, Inc.	05/03/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ryder System, Inc.	05/03/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Ryder System, Inc.	05/03/2024	Shareholder	14	Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
Ryder System, Inc.	05/03/2024	Shareholder	15	Report on "Just Transition"	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on whether and how the company considers human capital management and community relations issues related to the transition to a low-carbon economy as part of its climate strategy.
Ryerson Holding Corporation	04/25/2024	Management	1	Elect Director Court D. Carruthers	For	For	For	For	A vote FOR all director nominees is warranted.
Ryerson Holding Corporation	04/25/2024	Management	2	Elect Director Karen M. Leggio	For	For	For	For	A vote FOR all director nominees is warranted.
Ryerson Holding Corporation	04/25/2024	Management	3	Elect Director Michelle A. Kumbier	For	For	For	For	A vote FOR all director nominees is warranted.
Ryerson Holding Corporation	04/25/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ryerson Holding Corporation	04/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ryerson Holding Corporation	04/25/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
S&T Bancorp, Inc.	05/14/2024	Management	1	Elect Director Lewis W. Adkins, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube, William Hieb and Frank Palermo Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly, Jeffrey Grube and Frank Palermo Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/14/2024	Management	2	Elect Director David G. Antolik	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube, William Hieb and Frank Palermo Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly, Jeffrey Grube and Frank Palermo Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/14/2024	Management	3	Elect Director Peter R. Barsz	For	For	For	For	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube, William Hieb and Frank Palermo Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly, Jeffrey Grube and Frank Palermo Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/14/2024	Management	4	Elect Director Christina A. Cassotis	For	For	For	For	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube, William Hieb and Frank Palermo Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly, Jeffrey Grube and Frank Palermo Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
S&T Bancorp, Inc.	05/14/2024	Management	5	Elect Director Michael J. Donnelly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube, William Hieb and Frank Palermo Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly, Jeffrey Grube and Frank Palermo Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/14/2024	Management	6	Elect Director Jeffrey D. Grube	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube, William Hieb and Frank Palermo Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly, Jeffrey Grube and Frank Palermo Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/14/2024	Management	7	Elect Director William J. Hieb	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube, William Hieb and Frank Palermo Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly, Jeffrey Grube and Frank Palermo Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/14/2024	Management	8	Elect Director Christopher J. McComish	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube, William Hieb and Frank Palermo Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly, Jeffrey Grube and Frank Palermo Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/14/2024	Management	9	Elect Director Frank J. Palermo, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube, William Hieb and Frank Palermo Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly, Jeffrey Grube and Frank Palermo Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/14/2024	Management	10	Elect Director Bhaskar Ramachandran	For	For	For	For	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube, William Hieb and Frank Palermo Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly, Jeffrey Grube and Frank Palermo Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/14/2024	Management	11	Elect Director Christine J. Toretta	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube, William Hieb and Frank Palermo Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly, Jeffrey Grube and Frank Palermo Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/14/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
S&T Bancorp, Inc.	05/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
S&T Bancorp, Inc.	05/14/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Safety Insurance Group, Inc.	05/15/2024	Management	1	Elect Director Charles J. Brophy, III	For	For	For	For	A vote FOR all director nominees is warranted.
Safety Insurance Group, Inc.	05/15/2024	Management	2	Elect Director Dennis J. Langwell	For	For	For	For	A vote FOR all director nominees is warranted.
Safety Insurance Group, Inc.	05/15/2024	Management	3	Elect Director Mary C. Moran	For	For	For	For	A vote FOR all director nominees is warranted.
Safety Insurance Group, Inc.	05/15/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Safety Insurance Group, Inc.	05/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Saga Communications, Inc.	05/13/2024	Management	1	Elect Director Clarke R. Brown, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Clarke Brown Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee members Warren Lada, Clarke Brown Jr., and Roy Coppedge III are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/13/2024	Management	2	Elect Director Timothy J. Clarke	For	For	For	For	WITHHOLD votes for Clarke Brown Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee members Warren Lada, Clarke Brown Jr., and Roy Coppedge III are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/13/2024	Management	3	Elect Director Roy F. Coppedge, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for Clarke Brown Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee members Warren Lada, Clarke Brown Jr., and Roy Coppedge III are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/13/2024	Management	4	Elect Director Christopher S. Forgy	For	For	For	For	WITHHOLD votes for Clarke Brown Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee members Warren Lada, Clarke Brown Jr., and Roy Coppedge III are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/13/2024	Management	5	Elect Director Warren S. Lada	For	Withhold	Withhold	Withhold	WITHHOLD votes for Clarke Brown Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee members Warren Lada, Clarke Brown Jr., and Roy Coppedge III are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/13/2024	Management	6	Elect Director Marcia K. Lobaito	For	For	For	For	WITHHOLD votes for Clarke Brown Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee members Warren Lada, Clarke Brown Jr., and Roy Coppedge III are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/13/2024	Management	7	Elect Director Michael W. Schechter	For	For	For	For	WITHHOLD votes for Clarke Brown Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee members Warren Lada, Clarke Brown Jr., and Roy Coppedge III are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/13/2024	Management	8	Ratify UHY LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Saga Communications, Inc.	05/13/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SAGE Therapeutics, Inc.	01/31/2024	Management	1	Approve Stock Option Exchange Program for Non-executive Officer Employees	For	For	For	For	A vote FOR this proposal is warranted. The option exchange program excludes executive officers and directors as eligible participants, and is sufficiently value-neutral. In addition, the exchange program would not result in any shareholder value transfer given that no shares would be recycled back into the equity plans. Furthermore, the new options will be subject to a new vesting period.
SAGE Therapeutics, Inc.	01/31/2024	Management	2	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that support is warranted for Item 1.
SAGE Therapeutics, Inc.	06/10/2024	Management	1	Elect Director Elizabeth (Liz) Barrett	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Elizabeth (Liz) Barrett for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for Geno Germano due to the following reasons: * as a Nominating Committee chair, for lack of racial and ethnic diversity on the board; * as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * as a Nominating and Governance Committee chair, due to the board's adoption of an unduly restrictive federal forum selection provision, which has not been submitted to a shareholder vote.
SAGE Therapeutics, Inc.	06/10/2024	Management	2	Elect Director Geno Germano	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Elizabeth (Liz) Barrett for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for Geno Germano due to the following reasons: * as a Nominating Committee chair, for lack of racial and ethnic diversity on the board; * as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * as a Nominating and Governance Committee chair, due to the board's adoption of an unduly restrictive federal forum selection provision, which has not been submitted to a shareholder vote.
SAGE Therapeutics, Inc.	06/10/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SAGE Therapeutics, Inc.	06/10/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
SAGE Therapeutics, Inc.	06/10/2024	Management	5	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 21.76 percent is excessive.
Sally Beauty Holdings, Inc.	01/25/2024	Management	1	Elect Director Rachel R. Bishop	For	For	For	For	A vote FOR all director nominees is warranted.
Sally Beauty Holdings, Inc.	01/25/2024	Management	2	Elect Director Jeffrey Boyer	For	For	For	For	A vote FOR all director nominees is warranted.
Sally Beauty Holdings, Inc.	01/25/2024	Management	3	Elect Director James Conroy	For	For	For	For	A vote FOR all director nominees is warranted.
Sally Beauty Holdings, Inc.	01/25/2024	Management	4	Elect Director Diana S. Ferguson	For	For	For	For	A vote FOR all director nominees is warranted.
Sally Beauty Holdings, Inc.	01/25/2024	Management	5	Elect Director Dorlisa K. Flur	For	For	For	For	A vote FOR all director nominees is warranted.
Sally Beauty Holdings, Inc.	01/25/2024	Management	6	Elect Director James M. Head	For	For	For	For	A vote FOR all director nominees is warranted.
Sally Beauty Holdings, Inc.	01/25/2024	Management	7	Elect Director Lawrence "Chip" P. Molloy	For	For	For	For	A vote FOR all director nominees is warranted.
Sally Beauty Holdings, Inc.	01/25/2024	Management	8	Elect Director Erin Nealy Cox	For	For	For	For	A vote FOR all director nominees is warranted.
Sally Beauty Holdings, Inc.	01/25/2024	Management	9	Elect Director Denise A. Paulonis	For	For	For	For	A vote FOR all director nominees is warranted.
Sally Beauty Holdings, Inc.	01/25/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Sally Beauty Holdings, Inc.	01/25/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
SandRidge Energy, Inc.	06/12/2024	Management	1	Elect Director Jaffrey "Jay" A. Firestone	For	For	For	For	A vote AGAINST Nominating Committee chair Nancy Dunlap is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SandRidge Energy, Inc.	06/12/2024	Management	2	Elect Director Jonathan Frates	For	For	For	For	A vote AGAINST Nominating Committee chair Nancy Dunlap is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SandRidge Energy, Inc.	06/12/2024	Management	3	Elect Director John "Jack" Lipinski	For	For	For	For	A vote AGAINST Nominating Committee chair Nancy Dunlap is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SandRidge Energy, Inc.	06/12/2024	Management	4	Elect Director Randolph C. Read	For	For	For	For	A vote AGAINST Nominating Committee chair Nancy Dunlap is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SandRidge Energy, Inc.	06/12/2024	Management	5	Elect Director Nancy Dunlap	For	Against	Against	Against	A vote AGAINST Nominating Committee chair Nancy Dunlap is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SandRidge Energy, Inc.	06/12/2024	Management	6	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
SandRidge Energy, Inc.	06/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
SandRidge Energy, Inc.	06/12/2024	Management	8	Amend Tax Benefits Preservation Plan	For	For	For	For	A vote FOR this proposal is warranted. The duration of the NOL pill is reasonable, the value of the tax attributes to be protected is material, and the company's governance practices are not a cause for concern as they relate to this proposal.
Sandy Spring Bancorp, Inc.	05/22/2024	Management	1	Elect Director Ralph F. Boyd	For	For	Against	Against	Votes AGAINST non-independent nominees Daniel Schrider, Robert Orndorff and Ralph Boyd Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Orndorff and Ralph Boyd Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR Mark C. Michael is warranted.
Sandy Spring Bancorp, Inc.	05/22/2024	Management	2	Elect Director Mark C. Michael	For	For	For	For	Votes AGAINST non-independent nominees Daniel Schrider, Robert Orndorff and Ralph Boyd Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Orndorff and Ralph Boyd Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR Mark C. Michael is warranted.
Sandy Spring Bancorp, Inc.	05/22/2024	Management	3	Elect Director Robert L. Orndorff	For	For	Against	Against	Votes AGAINST non-independent nominees Daniel Schrider, Robert Orndorff and Ralph Boyd Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Orndorff and Ralph Boyd Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR Mark C. Michael is warranted.
Sandy Spring Bancorp, Inc.	05/22/2024	Management	4	Elect Director Daniel J. Schrider	For	For	Against	Against	Votes AGAINST non-independent nominees Daniel Schrider, Robert Orndorff and Ralph Boyd Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Orndorff and Ralph Boyd Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR Mark C. Michael is warranted.
Sandy Spring Bancorp, Inc.	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Sandy Spring Bancorp, Inc.	05/22/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sandy Spring Bancorp, Inc.	05/22/2024	Management	7	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sangamo Therapeutics, Inc.	06/04/2024	Management	1	Elect Director Courtney Beers	For	For	For	For	A vote AGAINST Nominating Committee chair H. Stewart Parker is warranted for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/04/2024	Management	2	Elect Director Robert F. Carey	For	For	For	For	A vote AGAINST Nominating Committee chair H. Stewart Parker is warranted for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/04/2024	Management	3	Elect Director Kenneth J. Hillan	For	For	For	For	A vote AGAINST Nominating Committee chair H. Stewart Parker is warranted for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/04/2024	Management	4	Elect Director Margaret A. Horn	For	For	For	For	A vote AGAINST Nominating Committee chair H. Stewart Parker is warranted for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/04/2024	Management	5	Elect Director Alexander D. Macrae	For	For	For	For	A vote AGAINST Nominating Committee chair H. Stewart Parker is warranted for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sangamo Therapeutics, Inc.	06/04/2024	Management	6	Elect Director John H. Markels	For	For	For	For	A vote AGAINST Nominating Committee chair H. Stewart Parker is warranted for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/04/2024	Management	7	Elect Director James R. Meyers	For	For	For	For	A vote AGAINST Nominating Committee chair H. Stewart Parker is warranted for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/04/2024	Management	8	Elect Director H. Stewart Parker	For	Against	Against	Against	A vote AGAINST Nominating Committee chair H. Stewart Parker is warranted for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/04/2024	Management	9	Elect Director Karen L. Smith	For	For	For	For	A vote AGAINST Nominating Committee chair H. Stewart Parker is warranted for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/04/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Sangamo Therapeutics, Inc.	06/04/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.73 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sangamo Therapeutics, Inc.	06/04/2024	Management	12	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares. In addition, the risk to shareholders of non-approval is specific and severe as there is substantial doubt about the company's ability to continue as a going concern.
Sangamo Therapeutics, Inc.	06/04/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sanmina Corporation	03/11/2024	Management	1	Elect Director Jure Sola	For	For	For	For	Votes AGAINST Joseph Licata Jr. and Mario Rosati are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/11/2024	Management	2	Elect Director Susan K. Barnes	For	For	For	For	Votes AGAINST Joseph Licata Jr. and Mario Rosati are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/11/2024	Management	3	Elect Director Eugene A. Delaney	For	For	For	For	Votes AGAINST Joseph Licata Jr. and Mario Rosati are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/11/2024	Management	4	Elect Director David V. Hedley, III	For	For	For	For	Votes AGAINST Joseph Licata Jr. and Mario Rosati are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/11/2024	Management	5	Elect Director Susan A. Johnson	For	For	For	For	Votes AGAINST Joseph Licata Jr. and Mario Rosati are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/11/2024	Management	6	Elect Director Joseph G. Licata, Jr.	For	For	Against	Against	Votes AGAINST Joseph Licata Jr. and Mario Rosati are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/11/2024	Management	7	Elect Director Krish Prabhu	For	For	For	For	Votes AGAINST Joseph Licata Jr. and Mario Rosati are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/11/2024	Management	8	Elect Director Mario M. Rosati	For	For	Against	Against	Votes AGAINST Joseph Licata Jr. and Mario Rosati are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/11/2024	Management	9	Elect Director Mythili Sankaran	For	For	For	For	Votes AGAINST Joseph Licata Jr. and Mario Rosati are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sanmina Corporation	03/11/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sanmina Corporation	03/11/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Sanmina Corporation	03/11/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sanmina Corporation	03/11/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
SB Financial Group, Inc.	04/17/2024	Management	1	Elect Director George W. Carter	For	For	For	For	WITHHOLD votes for non-independent nominee Timothy Stolly are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SB Financial Group, Inc.	04/17/2024	Management	2	Elect Director Tom R. Helberg	For	For	For	For	WITHHOLD votes for non-independent nominee Timothy Stolly are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SB Financial Group, Inc.	04/17/2024	Management	3	Elect Director Timothy J. Stolly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Timothy Stolly are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SB Financial Group, Inc.	04/17/2024	Management	4	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SB Financial Group, Inc.	04/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ScanSource, Inc.	01/25/2024	Management	1	Elect Director Michael L. Baur	For	For	For	For	A vote FOR all director nominees is warranted.
ScanSource, Inc.	01/25/2024	Management	2	Elect Director Peter C. Browning	For	For	For	For	A vote FOR all director nominees is warranted.
ScanSource, Inc.	01/25/2024	Management	3	Elect Director Frank E. Emory, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
ScanSource, Inc.	01/25/2024	Management	4	Elect Director Charles A. Mathis	For	For	For	For	A vote FOR all director nominees is warranted.
ScanSource, Inc.	01/25/2024	Management	5	Elect Director Vernon J. Nagel	For	For	For	For	A vote FOR all director nominees is warranted.
ScanSource, Inc.	01/25/2024	Management	6	Elect Director Dorothy F. Ramoneda	For	For	For	For	A vote FOR all director nominees is warranted.
ScanSource, Inc.	01/25/2024	Management	7	Elect Director Jeffrey R. Rodek	For	For	For	For	A vote FOR all director nominees is warranted.
ScanSource, Inc.	01/25/2024	Management	8	Elect Director Elizabeth O. Temple	For	For	For	For	A vote FOR all director nominees is warranted.
ScanSource, Inc.	01/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ScanSource, Inc.	01/25/2024	Management	10	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Schneider National, Inc.	04/29/2024	Management	1	Elect Director Mary P. DePrey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary DePrey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schneider National, Inc.	04/29/2024	Management	2	Elect Director Julie K. Streich	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary DePrey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Schneider National, Inc.	04/29/2024	Management	3	Elect Director James R. Giertz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary DePrey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Schneider National, Inc.	04/29/2024	Management	4	Elect Director Robert W. Grubbs	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary DePrey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schneider National, Inc.	04/29/2024	Management	5	Elect Director Robert M. Knight, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary DePrey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Schneider National, Inc.	04/29/2024	Management	6	Elect Director Mark B. Rourke	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary DePrey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Schneider National, Inc.	04/29/2024	Management	7	Elect Director Kathleen M. Zimmermann	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary DePrey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schneider National, Inc.	04/29/2024	Management	8	Elect Director Jyoti Chopra	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary DePrey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Schneider National, Inc.	04/29/2024	Management	9	Elect Director John A. Swainson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary DePrey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Schneider National, Inc.	04/29/2024	Management	10	Elect Director James L. Welch	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary DePrey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Schneider National, Inc.	04/29/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Schneider National, Inc.	04/29/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schneider National, Inc.	04/29/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Schnitzer Steel Industries, Inc.	01/30/2024	Management	1	Elect Director Glenda J. Minor	For	For	For	For	A vote FOR all director nominees is warranted.
Schnitzer Steel Industries, Inc.	01/30/2024	Management	2	Elect Director Michael W. Sutherlin	For	For	For	For	A vote FOR all director nominees is warranted.
Schnitzer Steel Industries, Inc.	01/30/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Schnitzer Steel Industries, Inc.	01/30/2024	Management	4	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Schnitzer Steel Industries, Inc.	01/30/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Schnitzer Steel Industries, Inc.	01/30/2024	Management	6	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Schnitzer Steel Industries, Inc.	01/30/2024	Management	7	Change Company Name to Radius Recycling, Inc.	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
Scholar Rock Holding Corporation	06/27/2024	Management	1	Elect Director Richard H. Brudnick	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Jeffrey Flier and Akshay Vaishnav given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Richard Brudnick is warranted.
Scholar Rock Holding Corporation	06/27/2024	Management	2	Elect Director Jeffrey S. Flier	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Jeffrey Flier and Akshay Vaishnav given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Richard Brudnick is warranted.
Scholar Rock Holding Corporation	06/27/2024	Management	3	Elect Director Akshay Vaishnav	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Jeffrey Flier and Akshay Vaishnav given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Richard Brudnick is warranted.
Scholar Rock Holding Corporation	06/27/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Scholar Rock Holding Corporation	06/27/2024	Management	5	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized shares of common stock is reasonable, and there are no substantial concerns about the company's past use of shares.
Scholar Rock Holding Corporation	06/27/2024	Management	6	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Scholar Rock Holding Corporation	06/27/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Scholar Rock Holding Corporation	06/27/2024	Management	8	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Schrodinger, Inc.	06/18/2024	Management	1	Elect Director Ramy Farid	For	Against	Against	Against	A vote AGAINST director nominees Ramy Farid, Gary Ginsberg, and Arun Oberoi is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schrodinger, Inc.	06/18/2024	Management	2	Elect Director Gary Ginsberg	For	Against	Against	Against	A vote AGAINST director nominees Ramy Farid, Gary Ginsberg, and Arun Oberoi is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights.
Schrodinger, Inc.	06/18/2024	Management	3	Elect Director Arun Oberoi	For	Against	Against	Against	A vote AGAINST director nominees Ramy Farid, Gary Ginsberg, and Arun Oberoi is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights.
Schrodinger, Inc.	06/18/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Schrodinger, Inc.	06/18/2024	Management	5	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.97 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Schrodinger, Inc.	06/18/2024	Management	6	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Schrodinger, Inc.	06/18/2024	Management	7	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Schrodinger, Inc.	06/18/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Science Applications International Corporation	06/05/2024	Management	1	Elect Director Dana S. Deasy	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	2	Elect Director Garth N. Graham	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	3	Elect Director Carolyn B. Handlon	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	4	Elect Director Yvette M. Kanouff	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	5	Elect Director Timothy J. Mayopoulos	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	6	Elect Director Katharina G. McFarland	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	7	Elect Director Milford W. McGuirt	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	8	Elect Director Donna S. Morea	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	9	Elect Director James C. Reagan	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	10	Elect Director Steven R. Shane	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	11	Elect Director Toni Townes-Whitley	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Science Applications International Corporation	06/05/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Scorpio Tankers Inc.	05/30/2024	Management	1	Elect Director Robert Bugbee	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Robert Bugbee are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominee Robert Bugbee are further warranted for failing to seek shareholder approval of material increases to the share reserve under the company's 2013 Equity Incentive Plan. A vote FOR new director nominee Berit Henriksen is warranted at this time.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Scorpio Tankers Inc.	05/30/2024	Management	2	Elect Director Berit Henriksen	For	For	For	For	WITHHOLD votes for non-independent nominee Robert Bugbee are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominee Robert Bugbee are further warranted for failing to seek shareholder approval of material increases to the share reserve under the company's 2013 Equity Incentive Plan. A vote FOR new director nominee Berit Henriksen is warranted at this time.
Scorpio Tankers Inc.	05/30/2024	Management	3	Ratify PricewaterhouseCoopers Audit as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Seaboard Corporation	04/22/2024	Management	1	Elect Director Ellen S. Bresky	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent director nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to concerns regarding the company's compensation practices.
Seaboard Corporation	04/22/2024	Management	2	Elect Director David A. Adamsen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent director nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to concerns regarding the company's compensation practices.
Seaboard Corporation	04/22/2024	Management	3	Elect Director Douglas W. Baena	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent director nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to concerns regarding the company's compensation practices.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Seaboard Corporation	04/22/2024	Management	4	Elect Director Paul M. Squires	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent director nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to concerns regarding the company's compensation practices.
Seaboard Corporation	04/22/2024	Management	5	Elect Director Frances B. Shifman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent director nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to concerns regarding the company's compensation practices.
Seaboard Corporation	04/22/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Seacoast Banking Corporation of Florida	05/21/2024	Management	1	Elect Director Jacqueline L. Bradley	For	For	For	For	WITHHOLD votes for non-independent nominees Charles (Chuck) Shaffer, Christopher Fogal, H. Gilbert Culbreth Jr. and Joseph (Jay) Shearouse III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher Fogal and H. Gilbert Culbreth Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR Jacqueline L. Bradley is warranted.
Seacoast Banking Corporation of Florida	05/21/2024	Management	2	Elect Director H. Gilbert Culbreth, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles (Chuck) Shaffer, Christopher Fogal, H. Gilbert Culbreth Jr. and Joseph (Jay) Shearouse III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher Fogal and H. Gilbert Culbreth Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR Jacqueline L. Bradley is warranted.
Seacoast Banking Corporation of Florida	05/21/2024	Management	3	Elect Director Christopher E. Fogal	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles (Chuck) Shaffer, Christopher Fogal, H. Gilbert Culbreth Jr. and Joseph (Jay) Shearouse III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher Fogal and H. Gilbert Culbreth Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR Jacqueline L. Bradley is warranted.
Seacoast Banking Corporation of Florida	05/21/2024	Management	4	Elect Director Charles M. Shaffer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles (Chuck) Shaffer, Christopher Fogal, H. Gilbert Culbreth Jr. and Joseph (Jay) Shearouse III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher Fogal and H. Gilbert Culbreth Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR Jacqueline L. Bradley is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Seacoast Banking Corporation of Florida	05/21/2024	Management	5	Elect Director Joseph B. Shearouse, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles (Chuck) Shaffer, Christopher Fogal, H. Gilbert Culbreth Jr. and Joseph (Jay) Shearouse III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher Fogal and H. Gilbert Culbreth Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR Jacqueline L. Bradley is warranted.
Seacoast Banking Corporation of Florida	05/21/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Seacoast Banking Corporation of Florida	05/21/2024	Management	7	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SEACOR Marine Holdings Inc.	06/04/2024	Management	1	Elect Director Andrew R. Morse	For	For	For	For	A vote FOR all director nominees is warranted.
SEACOR Marine Holdings Inc.	06/04/2024	Management	2	Elect Director John Gellert	For	For	For	For	A vote FOR all director nominees is warranted.
SEACOR Marine Holdings Inc.	06/04/2024	Management	3	Elect Director R. Christopher Regan	For	For	For	For	A vote FOR all director nominees is warranted.
SEACOR Marine Holdings Inc.	06/04/2024	Management	4	Elect Director Julie Persily	For	For	For	For	A vote FOR all director nominees is warranted.
SEACOR Marine Holdings Inc.	06/04/2024	Management	5	Elect Director Alfredo Miguel Bejos	For	For	For	For	A vote FOR all director nominees is warranted.
SEACOR Marine Holdings Inc.	06/04/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
SEACOR Marine Holdings Inc.	06/04/2024	Management	7	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Seadrill Limited	04/17/2024	Management	1	Fix Number of Directors at Nine	For	For	For	For	A vote FOR this proposal is warranted because of a lack of controversy concerning the size of the board.
Seadrill Limited	04/17/2024	Management	2	Reelect Julie Robertson as Director	For	For	For	For	Votes AGAINST Harry Quarls are warranted for holding an excessive number of mandates at listed companies. A vote FOR the remaining director nominees is warranted.
Seadrill Limited	04/17/2024	Management	3	Reelect Jean Cahuzac as Director	For	For	For	For	Votes AGAINST Harry Quarls are warranted for holding an excessive number of mandates at listed companies. A vote FOR the remaining director nominees is warranted.
Seadrill Limited	04/17/2024	Management	4	Reelect Jan Kjaervik as Director	For	For	For	For	Votes AGAINST Harry Quarls are warranted for holding an excessive number of mandates at listed companies. A vote FOR the remaining director nominees is warranted.
Seadrill Limited	04/17/2024	Management	5	Reelect Mark McCollum as Director	For	For	For	For	Votes AGAINST Harry Quarls are warranted for holding an excessive number of mandates at listed companies. A vote FOR the remaining director nominees is warranted.
Seadrill Limited	04/17/2024	Management	6	Reelect Harry Quarls as Director	For	For	Against	Against	Votes AGAINST Harry Quarls are warranted for holding an excessive number of mandates at listed companies. A vote FOR the remaining director nominees is warranted.
Seadrill Limited	04/17/2024	Management	7	Reelect Andrew Schultz as Director	For	For	For	For	Votes AGAINST Harry Quarls are warranted for holding an excessive number of mandates at listed companies. A vote FOR the remaining director nominees is warranted.
Seadrill Limited	04/17/2024	Management	8	Reelect Paul Smith as Director	For	For	For	For	Votes AGAINST Harry Quarls are warranted for holding an excessive number of mandates at listed companies. A vote FOR the remaining director nominees is warranted.
Seadrill Limited	04/17/2024	Management	9	Reelect Jonathan Swinney as Director	For	For	For	For	Votes AGAINST Harry Quarls are warranted for holding an excessive number of mandates at listed companies. A vote FOR the remaining director nominees is warranted.
Seadrill Limited	04/17/2024	Management	10	Reelect Ana Zambelli as Director	For	For	For	For	Votes AGAINST Harry Quarls are warranted for holding an excessive number of mandates at listed companies. A vote FOR the remaining director nominees is warranted.
Seadrill Limited	04/17/2024	Management	11	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Seadrill Limited	04/17/2024	Management	12	Amend By-Laws	For	Against	Against	Against	A vote AGAINST this item is warranted for the following reasons: * The article amendments would create a new class of preferred stock and the board would be granted a broad blank check preferred powers. The preferred shares can be used for antitakeover purposes, for example for the purpose of implementing a shareholder rights plan (poison pill). * While the board has communicated some intention to seek shareholder approval for shareholder rights plan, this only concerns shareholder rights plans with a duration of longer than one year and has not been included in the proposal itself. * Many of the changes are proposed to be made in light of the company seeking to only be listed on the New York Stock Exchange. However, some of the proposals are considered premature as the general meeting has not resolved upon the delisting from the Oslo Stock Exchange and subsequently, no delisting application has been made to and approved by the Oslo Stock Exchange.
Seadrill Limited	04/17/2024	Management	13	Approve Remuneration of Directors	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the proposed fees are considered excessive when compared to Norwegian peers.
Seadrill Limited	04/17/2024	Management	14	Approve Delisting of Shares from Stock Exchange	For	For	For	For	A vote FOR this proposal is warranted because the board has provided a compelling rationale for the delisting as it considers that the costs of the dual-listing outweigh its benefits.
Sealed Air Corporation	05/23/2024	Management	1	Elect Director Zubaid Ahmad	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	2	Elect Director Kevin C. Berryman	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	3	Elect Director Françoise Colpron	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	4	Elect Director Clay M. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	5	Elect Director Henry R. Keizer	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	6	Elect Director Harry A. Lawton, III	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	7	Elect Director Suzanne B. Rowland	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	8	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sealed Air Corporation	05/23/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Sealed Air Corporation	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Select Medical Holdings Corporation	04/25/2024	Management	1	Elect Director James S. Ely, III	For	For	Against	Against	Votes AGAINST non-independent nominees James Ely III, Rocco Ortenzio and Thomas (Tom) Scully are warranted for lack of a majority independent board. Votes AGAINST James Ely III and Thomas (Tom) Scully are also warranted for serving as non-independent members of a key board committee.
Select Medical Holdings Corporation	04/25/2024	Management	2	Elect Director Rocco A. Ortenzio	For	For	Against	Against	Votes AGAINST non-independent nominees James Ely III, Rocco Ortenzio and Thomas (Tom) Scully are warranted for lack of a majority independent board. Votes AGAINST James Ely III and Thomas (Tom) Scully are also warranted for serving as non-independent members of a key board committee.
Select Medical Holdings Corporation	04/25/2024	Management	3	Elect Director Thomas A. Scully	For	For	Against	Against	Votes AGAINST non-independent nominees James Ely III, Rocco Ortenzio and Thomas (Tom) Scully are warranted for lack of a majority independent board. Votes AGAINST James Ely III and Thomas (Tom) Scully are also warranted for serving as non-independent members of a key board committee.
Select Medical Holdings Corporation	04/25/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Select Medical Holdings Corporation	04/25/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Select Medical Holdings Corporation	04/25/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Select Medical Holdings Corporation	04/25/2024	Management	7	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Select Medical Holdings Corporation	04/25/2024	Shareholder	8	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that the elimination of the supermajority vote requirement would enhance shareholder rights.
Select Water Solutions, Inc.	05/08/2024	Management	1	Elect Director Gayle L. Bursleson	For	For	For	For	A vote FOR all director nominees is warranted.
Select Water Solutions, Inc.	05/08/2024	Management	2	Elect Director Richard A. Burnett	For	For	For	For	A vote FOR all director nominees is warranted.
Select Water Solutions, Inc.	05/08/2024	Management	3	Elect Director Luis Fernandez-Moreno	For	For	For	For	A vote FOR all director nominees is warranted.
Select Water Solutions, Inc.	05/08/2024	Management	4	Elect Director Robin H. Fielder	For	For	For	For	A vote FOR all director nominees is warranted.
Select Water Solutions, Inc.	05/08/2024	Management	5	Elect Director John D. Schmitz	For	For	For	For	A vote FOR all director nominees is warranted.
Select Water Solutions, Inc.	05/08/2024	Management	6	Elect Director Troy W. Thacker	For	For	For	For	A vote FOR all director nominees is warranted.
Select Water Solutions, Inc.	05/08/2024	Management	7	Elect Director Douglas J. Wall	For	For	For	For	A vote FOR all director nominees is warranted.
Select Water Solutions, Inc.	05/08/2024	Management	8	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Select Water Solutions, Inc.	05/08/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Select Water Solutions, Inc.	05/08/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Select Water Solutions, Inc.	05/08/2024	Management	11	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Selective Insurance Group, Inc.	05/01/2024	Management	1	Elect Director Ainar D. Aijala, Jr.	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/01/2024	Management	2	Elect Director Lisa Rojas Bacus	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/01/2024	Management	3	Elect Director Terrence W. Cavanaugh	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/01/2024	Management	4	Elect Director Wole C. Coaxum	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/01/2024	Management	5	Elect Director Robert Kelly Doherty	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/01/2024	Management	6	Elect Director John J. Marchioni	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/01/2024	Management	7	Elect Director Thomas A. McCarthy	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/01/2024	Management	8	Elect Director Stephen C. Mills	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/01/2024	Management	9	Elect Director H. Elizabeth Mitchell	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/01/2024	Management	10	Elect Director Cynthia S. Nicholson	For	For	Against	Against	Votes AGAINST Cynthia (Cie) Nicholson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/01/2024	Management	11	Elect Director John S. Scheid	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/01/2024	Management	12	Elect Director Philip H. Urban	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/01/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Selective Insurance Group, Inc.	05/01/2024	Management	14	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:- The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.- The plan allows for single-trigger vesting of awards in the event of a change-in-control.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Selective Insurance Group, Inc.	05/01/2024	Management	15	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sensata Technologies Holding Plc	06/11/2024	Management	1	Elect Director Andrew C. Teich	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	2	Elect Director John P. Absmeier	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	3	Elect Director Daniel L. Black	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	4	Elect Director Lorraine A. Bolsinger	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	5	Elect Director John Mirshekari	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	6	Elect Director Constance E. Skidmore	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	7	Elect Director Steven A. Sonnenberg	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	8	Elect Director Martha N. Sullivan	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	9	Elect Director Jugal Vijayvargiya	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	10	Elect Director Stephen M. Zide	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Sensata Technologies Holding Plc	06/11/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	13	Approve Director Compensation Report	For	For	Against	Against	The CEO pay ratio exceeds 100.
Sensata Technologies Holding Plc	06/11/2024	Management	14	Ratify Deloitte & Touche LLP as U.K. Statutory Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	15	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this item is warranted because no significant concerns have been identified.
Sensata Technologies Holding Plc	06/11/2024	Management	16	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
Sensata Technologies Holding Plc	06/11/2024	Management	17	Authorise Off-Market Purchase of Ordinary Shares	For	For	For	For	A vote FOR this item is warranted because the size of the requested authority is capped at a reasonable limit.
Sensata Technologies Holding Plc	06/11/2024	Management	18	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
Sensata Technologies Holding Plc	06/11/2024	Management	19	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
Sensata Technologies Holding Plc	06/11/2024	Management	20	Authorize the Board of Directors to Allot Shares Under the Equity Incentive Plans	For	For	For	For	A vote FOR these resolutions is warranted as these relate to the operation of the company's equity incentive plans for which support is considered warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	21	Authorize the Board of Directors to Allot Shares Under the Equity Incentive Plans without Pre-emptive Rights	For	For	For	For	A vote FOR these resolutions is warranted as these relate to the operation of the company's equity incentive plans for which support is considered warranted.
Sensient Technologies Corporation	04/25/2024	Management	1	Elect Director Brett W. Bruggeman	For	For	For	For	A vote FOR the director nominees is warranted.
Sensient Technologies Corporation	04/25/2024	Management	2	Elect Director Joseph Carleone	For	For	For	For	A vote FOR the director nominees is warranted.
Sensient Technologies Corporation	04/25/2024	Management	3	Elect Director Mario Ferruzzi	For	For	For	For	A vote FOR the director nominees is warranted.
Sensient Technologies Corporation	04/25/2024	Management	4	Elect Director Carol R. Jackson	For	For	For	For	A vote FOR the director nominees is warranted.
Sensient Technologies Corporation	04/25/2024	Management	5	Elect Director Sharad P. Jain	For	For	For	For	A vote FOR the director nominees is warranted.
Sensient Technologies Corporation	04/25/2024	Management	6	Elect Director Donald W. Landry	For	For	For	For	A vote FOR the director nominees is warranted.
Sensient Technologies Corporation	04/25/2024	Management	7	Elect Director Paul Manning	For	For	For	For	A vote FOR the director nominees is warranted.
Sensient Technologies Corporation	04/25/2024	Management	8	Elect Director Deborah McKeithan-Gebhardt	For	For	For	For	A vote FOR the director nominees is warranted.
Sensient Technologies Corporation	04/25/2024	Management	9	Elect Director Scott C. Morrison	For	For	For	For	A vote FOR the director nominees is warranted.
Sensient Technologies Corporation	04/25/2024	Management	10	Elect Director Essie Whitelaw	For	For	For	For	A vote FOR the director nominees is warranted.
Sensient Technologies Corporation	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Sensient Technologies Corporation	04/25/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SentinelOne, Inc.	06/27/2024	Management	1	Elect Director Charlene T. Begley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Charlene Begley, Aaron Hughes, and Mark Peek given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for incumbent Audit Committee members Charlene Begley, Aaron Hughes, and Mark Peek are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock by certain directors.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SentinelOne, Inc.	06/27/2024	Management	2	Elect Director Aaron Hughes	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Charlene Begley, Aaron Hughes, and Mark Peek given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for incumbent Audit Committee members Charlene Begley, Aaron Hughes, and Mark Peek are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock by certain directors.
SentinelOne, Inc.	06/27/2024	Management	3	Elect Director Mark S. Peek	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Charlene Begley, Aaron Hughes, and Mark Peek given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for incumbent Audit Committee members Charlene Begley, Aaron Hughes, and Mark Peek are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock by certain directors.
SentinelOne, Inc.	06/27/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
SentinelOne, Inc.	06/27/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
SentinelOne, Inc.	06/27/2024	Management	6	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is de facto controlled and decisions regarding the company's response to shareholder litigation would be made by a classified board with limited accountability to public shareholders.
SFL Corporation Ltd	04/29/2024	Management	1	Fix Number of Directors at Eight	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.
SFL Corporation Ltd	04/29/2024	Management	2	Authorize Board to Fill Vacancies	For	For	For	For	A vote FOR this resolution is warranted because no corporate governance concerns have been identified.
SFL Corporation Ltd	04/29/2024	Management	3	Elect Director Kathrine Fredriksen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Ole Hjertaker and Kathrine Fredriksen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for James O'Shaughnessy are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
SFL Corporation Ltd	04/29/2024	Management	4	Elect Director Gary Vogel	For	For	For	For	WITHHOLD votes for non-independent director nominees Ole Hjertaker and Kathrine Fredriksen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for James O'Shaughnessy are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
SFL Corporation Ltd	04/29/2024	Management	5	Elect Director Keesjan Cordia	For	For	For	For	WITHHOLD votes for non-independent director nominees Ole Hjertaker and Kathrine Fredriksen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for James O'Shaughnessy are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
SFL Corporation Ltd	04/29/2024	Management	6	Elect Director James O'Shaughnessy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Ole Hjertaker and Kathrine Fredriksen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for James O'Shaughnessy are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SFL Corporation Ltd	04/29/2024	Management	7	Elect Director Ole B. Hjertaker	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Ole Hjertaker and Kathrine Fredriksen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for James O'Shaughnessy are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
SFL Corporation Ltd	04/29/2024	Management	8	Elect Director Will Homan-Russell	For	For	For	For	WITHHOLD votes for non-independent director nominees Ole Hjertaker and Kathrine Fredriksen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for James O'Shaughnessy are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
SFL Corporation Ltd	04/29/2024	Management	9	Approve Ernst & Young AS as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
SFL Corporation Ltd	04/29/2024	Management	10	Approve Remuneration of Directors	For	For	For	For	A vote FOR this remuneration proposal is warranted because of a lack of concern regarding the proposed fees.
Shake Shack Inc.	06/12/2024	Management	1	Elect Director Sumaiya Balbale	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Sumaiya Balbale and Jeffrey (Jeff) Lawrence given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Charles (Chuck) Chapman III is warranted.
Shake Shack Inc.	06/12/2024	Management	2	Elect Director Charles Chapman, III	For	For	For	For	WITHHOLD votes are warranted for director nominees Sumaiya Balbale and Jeffrey (Jeff) Lawrence given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Charles (Chuck) Chapman III is warranted.
Shake Shack Inc.	06/12/2024	Management	3	Elect Director Jeffrey Lawrence	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Sumaiya Balbale and Jeffrey (Jeff) Lawrence given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Charles (Chuck) Chapman III is warranted.
Shake Shack Inc.	06/12/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Shake Shack Inc.	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Shake Shack Inc.	06/12/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Shake Shack Inc.	06/12/2024	Management	7	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Shenandoah Telecommunications Company	04/30/2024	Management	1	Elect Director Thomas A. Beckett	For	For	For	For	Votes AGAINST non-independent nominee Richard Koontz Jr. are warranted for lack of a majority independent board. Votes AGAINST Richard Koontz Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Shenandoah Telecommunications Company	04/30/2024	Management	2	Elect Director Richard L. Koontz, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominee Richard Koontz Jr. are warranted for lack of a majority independent board. Votes AGAINST Richard Koontz Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Shenandoah Telecommunications Company	04/30/2024	Management	3	Elect Director Leigh Ann Schultz	For	For	For	For	Votes AGAINST non-independent nominee Richard Koontz Jr. are warranted for lack of a majority independent board. Votes AGAINST Richard Koontz Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Shenandoah Telecommunications Company	04/30/2024	Management	4	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Shenandoah Telecommunications Company	04/30/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Shenandoah Telecommunications Company	04/30/2024	Management	6	Approve Increase in Size of Board	For	For	For	For	A vote FOR this proposal is warranted as there is no evidence suggesting that the proposal is an attempt to entrench current management.
Shenandoah Telecommunications Company	04/30/2024	Management	7	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Shoals Technologies Group, Inc.	05/02/2024	Management	1	Elect Director Brad Forth	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee chair Bradford (Brad) Forth given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Shoals Technologies Group, Inc.	05/02/2024	Management	2	Elect Director Robert Julian	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Bradford (Brad) Forth given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Shoals Technologies Group, Inc.	05/02/2024	Management	3	Elect Director Brandon Moss	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Bradford (Brad) Forth given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Shoals Technologies Group, Inc.	05/02/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Shoals Technologies Group, Inc.	05/02/2024	Management	5	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and it demonstrates a commitment to shareholders' interests on the part of management.
Shoals Technologies Group, Inc.	05/02/2024	Management	6	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Shoals Technologies Group, Inc.	05/02/2024	Management	7	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Shoe Carnival, Inc.	06/25/2024	Management	1	Elect Director Charles B. Tomm	For	For	For	For	Votes AGAINST non-independent nominee Mark Worden are warranted for lack of a majority independent board. A vote FOR Charles B. Tomm is warranted.
Shoe Carnival, Inc.	06/25/2024	Management	2	Elect Director Mark J. Worden	For	For	Against	Against	Votes AGAINST non-independent nominee Mark Worden are warranted for lack of a majority independent board. A vote FOR Charles B. Tomm is warranted.
Shoe Carnival, Inc.	06/25/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Shoe Carnival, Inc.	06/25/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Shore Bancshares, Inc.	05/30/2024	Management	1	Elect Director Alan J. Hyatt	For	Against	Against	Against	Votes AGAINST Alan Hyatt are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Alan Hyatt and Konrad Wayson are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Shore Bancshares, Inc.	05/30/2024	Management	2	Elect Director Konrad M. Wayson	For	For	Against	Against	Votes AGAINST Alan Hyatt are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Alan Hyatt and Konrad Wayson are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Shore Bancshares, Inc.	05/30/2024	Management	3	Elect Director R. Michael Clemmer, Jr.	For	For	For	For	Votes AGAINST Alan Hyatt are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Alan Hyatt and Konrad Wayson are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Shore Bancshares, Inc.	05/30/2024	Management	4	Elect Director E. Lawrence Sanders, III	For	For	For	For	Votes AGAINST Alan Hyatt are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Alan Hyatt and Konrad Wayson are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Shore Bancshares, Inc.	05/30/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Shutterstock, Inc.	06/06/2024	Management	1	Elect Director Thomas R. Evans	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Hennessy and Thomas Evans are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Evans are also warranted for serving as a non-independent member of a key board committee.
Shutterstock, Inc.	06/06/2024	Management	2	Elect Director Paul J. Hennessy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Hennessy and Thomas Evans are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Evans are also warranted for serving as a non-independent member of a key board committee.
Shutterstock, Inc.	06/06/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Shutterstock, Inc.	06/06/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Shutterstock, Inc.	06/06/2024	Management	5	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.33 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
SI-BONE, Inc.	06/25/2024	Management	1	Elect Director Mika Nishimura	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Mika Nishimura given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR new director nominee Thomas (Tom) West is warranted.
SI-BONE, Inc.	06/25/2024	Management	2	Elect Director Thomas A. West	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Mika Nishimura given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR new director nominee Thomas (Tom) West is warranted.
SI-BONE, Inc.	06/25/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SI-BONE, Inc.	06/25/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
SI-BONE, Inc.	06/25/2024	Management	5	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Sierra Bancorp	05/22/2024	Management	1	Elect Director James C. Holly	For	For	Against	Against	Votes AGAINST non-independent nominees Morris Tharp, Kevin McPhail, Michele (Andujo ) Gil, James Holly and Lynda Scearcy are warranted for lack of a majority independent board. Votes AGAINST Morris Tharp and Lynda Scearcy are also warranted for serving as non-independent members of a key board committee. A vote FOR Susan M. Abundis is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sierra Bancorp	05/22/2024	Management	2	Elect Director Kevin J. McPhaill	For	For	Against	Against	Votes AGAINST non-independent nominees Morris Tharp, Kevin McPhaill, Michele (Andujo ) Gil, James Holly and Lynda Searcy are warranted for lack of a majority independent board. Votes AGAINST Morris Tharp and Lynda Searcy are also warranted for serving as non-independent members of a key board committee. A vote FOR Susan M. Abundis is warranted.
Sierra Bancorp	05/22/2024	Management	3	Elect Director Susan M. Abundis	For	For	For	For	Votes AGAINST non-independent nominees Morris Tharp, Kevin McPhaill, Michele (Andujo ) Gil, James Holly and Lynda Searcy are warranted for lack of a majority independent board. Votes AGAINST Morris Tharp and Lynda Searcy are also warranted for serving as non-independent members of a key board committee. A vote FOR Susan M. Abundis is warranted.
Sierra Bancorp	05/22/2024	Management	4	Elect Director Morris A. Tharp	For	For	Against	Against	Votes AGAINST non-independent nominees Morris Tharp, Kevin McPhaill, Michele (Andujo ) Gil, James Holly and Lynda Searcy are warranted for lack of a majority independent board. Votes AGAINST Morris Tharp and Lynda Searcy are also warranted for serving as non-independent members of a key board committee. A vote FOR Susan M. Abundis is warranted.
Sierra Bancorp	05/22/2024	Management	5	Elect Director Lynda B. Searcy	For	For	Against	Against	Votes AGAINST non-independent nominees Morris Tharp, Kevin McPhaill, Michele (Andujo ) Gil, James Holly and Lynda Searcy are warranted for lack of a majority independent board. Votes AGAINST Morris Tharp and Lynda Searcy are also warranted for serving as non-independent members of a key board committee. A vote FOR Susan M. Abundis is warranted.
Sierra Bancorp	05/22/2024	Management	6	Elect Director Michele M. Gil (Andujo)	For	For	Against	Against	Votes AGAINST non-independent nominees Morris Tharp, Kevin McPhaill, Michele (Andujo ) Gil, James Holly and Lynda Searcy are warranted for lack of a majority independent board. Votes AGAINST Morris Tharp and Lynda Searcy are also warranted for serving as non-independent members of a key board committee. A vote FOR Susan M. Abundis is warranted.
Sierra Bancorp	05/22/2024	Management	7	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Sierra Bancorp	05/22/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company uses above-median benchmarking for total compensation. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company provided the CEO an inordinate amount of auto-related perquisites.
SIGA Technologies, Inc.	06/11/2024	Management	1	Elect Director Jaymie A. Durnan	For	For	For	For	WITHHOLD votes for Joseph (Chip) Marshall III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SIGA Technologies, Inc.	06/11/2024	Management	2	Elect Director Harold Ford, Jr.	For	For	For	For	WITHHOLD votes for Joseph (Chip) Marshall III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SIGA Technologies, Inc.	06/11/2024	Management	3	Elect Director Evan A. Knisely	For	For	For	For	WITHHOLD votes for Joseph (Chip) Marshall III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SIGA Technologies, Inc.	06/11/2024	Management	4	Elect Director Joseph W. "Chip" Marshall, III	For	For	Withhold	Withhold	WITHHOLD votes for Joseph (Chip) Marshall III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SIGA Technologies, Inc.	06/11/2024	Management	5	Elect Director Gary J. Nabel	For	For	For	For	WITHHOLD votes for Joseph (Chip) Marshall III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SIGA Technologies, Inc.	06/11/2024	Management	6	Elect Director Julian Nemirovsky	For	For	For	For	WITHHOLD votes for Joseph (Chip) Marshall III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SIGA Technologies, Inc.	06/11/2024	Management	7	Elect Director Diem Nguyen	For	For	For	For	WITHHOLD votes for Joseph (Chip) Marshall III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SIGA Technologies, Inc.	06/11/2024	Management	8	Elect Director Holly Phillips	For	For	For	For	WITHHOLD votes for Joseph (Chip) Marshall III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SIGA Technologies, Inc.	06/11/2024	Management	9	Elect Director Jay K. Varma	For	For	For	For	WITHHOLD votes for Joseph (Chip) Marshall III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SIGA Technologies, Inc.	06/11/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sight Sciences, Inc.	06/06/2024	Management	1	Elect Director David Badawi	For	For	For	For	WITHHOLD votes for Donald (Don) Zurbay are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee member Tamara Fountain are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR David Badawi is warranted.
Sight Sciences, Inc.	06/06/2024	Management	2	Elect Director Tamara Fountain	For	Withhold	Withhold	Withhold	WITHHOLD votes for Donald (Don) Zurbay are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee member Tamara Fountain are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR David Badawi is warranted.
Sight Sciences, Inc.	06/06/2024	Management	3	Elect Director Donald Zurbay	For	For	Withhold	Withhold	WITHHOLD votes for Donald (Don) Zurbay are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee member Tamara Fountain are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR David Badawi is warranted.
Sight Sciences, Inc.	06/06/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Signet Jewelers Limited	06/28/2024	Management	1	Elect Director Helen McCluskey	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/28/2024	Management	2	Elect Director Virginia "Gina" C. Drosos	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/28/2024	Management	3	Elect Director Andre V. Branch	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/28/2024	Management	4	Elect Director Sandra B. Cochran	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/28/2024	Management	5	Elect Director R. Mark Graf	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/28/2024	Management	6	Elect Director Zackery A. Hicks	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/28/2024	Management	7	Elect Director Sharon L. McCollam	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/28/2024	Management	8	Elect Director Nancy A. Reardon	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/28/2024	Management	9	Elect Director Jonathan Seiffer	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/28/2024	Management	10	Elect Director Brian Tilzer	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/28/2024	Management	11	Elect Director Eugenia Ulasewicz	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/28/2024	Management	12	Elect Director Donta L. Wilson	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/28/2024	Management	13	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Signet Jewelers Limited	06/28/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Signet Jewelers Limited	06/28/2024	Management	15	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Silgan Holdings, Inc.	05/28/2024	Management	1	Approve Increase in Size of Board	For	For	For	For	A vote FOR this proposal is warranted as the requested increase appears to be appropriate for a company of this size, and there is no evidence suggesting that the proposal is an attempt to entrench current management.
Silgan Holdings, Inc.	05/28/2024	Management	2	Elect Director Anthony J. Allott	For	For	For	For	A vote FOR the director nominees is warranted.
Silgan Holdings, Inc.	05/28/2024	Management	3	Elect Director William T. Donovan	For	For	For	For	A vote FOR the director nominees is warranted.
Silgan Holdings, Inc.	05/28/2024	Management	4	Elect Director Fiona Cleland Nielsen	For	For	For	For	A vote FOR the director nominees is warranted.
Silgan Holdings, Inc.	05/28/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Silgan Holdings, Inc.	05/28/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Silicon Laboratories Inc.	04/18/2024	Management	1	Elect Director R. Matthew Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Silicon Laboratories Inc.	04/18/2024	Management	2	Elect Director Sumit Sadana	For	For	For	For	A vote FOR all director nominees is warranted.
Silicon Laboratories Inc.	04/18/2024	Management	3	Elect Director Gregg Lowe	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Silicon Laboratories Inc.	04/18/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Silicon Laboratories Inc.	04/18/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
SilverBow Resources, Inc.	05/29/2024	Management	1	Elect Director Gabriel L. Ellisor	For	For	For	For	A vote FOR all director nominees is warranted.
SilverBow Resources, Inc.	05/29/2024	Management	2	Elect Director Kathleen McAllister	For	For	For	For	A vote FOR all director nominees is warranted.
SilverBow Resources, Inc.	05/29/2024	Management	3	Elect Director Charles W. Wampler	For	For	For	For	A vote FOR all director nominees is warranted.
SilverBow Resources, Inc.	05/29/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
SilverBow Resources, Inc.	05/29/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
SilverBow Resources, Inc.	05/29/2024	Management	6	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SilverBow Resources, Inc.	05/29/2024	Management	7	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
SilverBow Resources, Inc.	05/29/2024	Management	8	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted as a majority vote standard in uncontested director elections would provide shareholders with a more meaningful voice while improving director accountability.
SilverBow Resources, Inc.	05/29/2024	Management	9	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Silvercrest Asset Management Group Inc.	06/05/2024	Management	1	Elect Director Richard R. Hough, III	For	For	For	For	WITHHOLD votes for nominating committee chair Darla Romfo are warranted for lack of racial or ethnic diversity on the board. A vote FOR Richard Hough III is warranted.
Silvercrest Asset Management Group Inc.	06/05/2024	Management	2	Elect Director Darla M. Romfo	For	Withhold	Withhold	Withhold	WITHHOLD votes for nominating committee chair Darla Romfo are warranted for lack of racial or ethnic diversity on the board. A vote FOR Richard Hough III is warranted.
Silvercrest Asset Management Group Inc.	06/05/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Pay-for-performance concerns are underscored by a pay program that is not strongly performance-based. The CEO's base salary increased without a clear rationale, bonuses are discretionary and certain NEOs received outsized bonuses, and equity awards lack performance criteria. In addition, the CEO received a problematic large cash payment without sufficient rationale. Concerns are also raised with respect to the single-trigger equity vesting acceleration upon a change-in-control and the lack of risk mitigating provisions.
Silvercrest Asset Management Group Inc.	06/05/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Simmons First National Corporation	04/23/2024	Management	1	Fix Number of Directors at Fourteen	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.
Simmons First National Corporation	04/23/2024	Management	2	Elect Director Marty D. Casteel	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/23/2024	Management	3	Elect Director William E. Clark, II	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Simmons First National Corporation	04/23/2024	Management	4	Elect Director Steven A. Cosse	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/23/2024	Management	5	Elect Director Mark C. Doramus	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/23/2024	Management	6	Elect Director Edward Drilling	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/23/2024	Management	7	Elect Director Eugene Hunt	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/23/2024	Management	8	Elect Director Jerry Hunter	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/23/2024	Management	9	Elect Director Susan Lanigan	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/23/2024	Management	10	Elect Director George A. Makris, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/23/2024	Management	11	Elect Director Tom Purvis	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Simmons First National Corporation	04/23/2024	Management	12	Elect Director Robert L. Shoptaw	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/23/2024	Management	13	Elect Director Julie Stackhouse	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/23/2024	Management	14	Elect Director Russell W. Teubner	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/23/2024	Management	15	Elect Director Mindy West	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/23/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Simmons First National Corporation	04/23/2024	Management	17	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Simmons First National Corporation	04/23/2024	Management	18	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Simpson Manufacturing Co., Inc.	05/01/2024	Management	1	Elect Director James S. Andrasick	For	For	Against	Against	Votes AGAINST James Andrasick and Gary Cusumano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	05/01/2024	Management	2	Elect Director Chau Banks	For	For	For	For	Votes AGAINST James Andrasick and Gary Cusumano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	05/01/2024	Management	3	Elect Director Felica Coney	For	For	For	For	Votes AGAINST James Andrasick and Gary Cusumano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	05/01/2024	Management	4	Elect Director Gary M. Cusumano	For	For	Against	Against	Votes AGAINST James Andrasick and Gary Cusumano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	05/01/2024	Management	5	Elect Director Philip E. Donaldson	For	For	For	For	Votes AGAINST James Andrasick and Gary Cusumano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	05/01/2024	Management	6	Elect Director Celeste Volz Ford	For	For	For	For	Votes AGAINST James Andrasick and Gary Cusumano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Simpson Manufacturing Co., Inc.	05/01/2024	Management	7	Elect Director Kenneth D. Knight	For	For	For	For	Votes AGAINST James Andrasick and Gary Cusumano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	05/01/2024	Management	8	Elect Director Michael Olosky	For	For	For	For	Votes AGAINST James Andrasick and Gary Cusumano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	05/01/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Simpson Manufacturing Co., Inc.	05/01/2024	Management	10	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Simpson Manufacturing Co., Inc.	05/01/2024	Management	11	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Simulations Plus, Inc.	02/08/2024	Management	1	Elect Director Walter S. Woltosz	For	For	For	For	A vote FOR the director nominees is warranted.
Simulations Plus, Inc.	02/08/2024	Management	2	Elect Director John K. Paglia	For	For	For	For	A vote FOR the director nominees is warranted.
Simulations Plus, Inc.	02/08/2024	Management	3	Elect Director Daniel Weiner	For	For	For	For	A vote FOR the director nominees is warranted.
Simulations Plus, Inc.	02/08/2024	Management	4	Elect Director Lisa LaVange	For	For	For	For	A vote FOR the director nominees is warranted.
Simulations Plus, Inc.	02/08/2024	Management	5	Elect Director Sharlene Evans	For	For	For	For	A vote FOR the director nominees is warranted.
Simulations Plus, Inc.	02/08/2024	Management	6	Ratify Rose, Snyder & Jacobs LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Simulations Plus, Inc.	02/08/2024	Management	7	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows options to be priced at less than 100 percent of the fair market value.
Sinclair, Inc.	06/11/2024	Management	1	Elect Director David D. Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Smith, Daniel Keith, J. Duncan Smith, Robert Smith and Frederick Smith are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Keith are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Howard Friedman, Daniel Keith, and Benson Legg are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. WITHHOLD votes for David Smith, J. Duncan Smith, Frederick Smith, and Robert Smith are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sinclair, Inc.	06/11/2024	Management	2	Elect Director Frederick G. Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Smith, Daniel Keith, J. Duncan Smith, Robert Smith and Frederick Smith are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Keith are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Howard Friedman, Daniel Keith, and Benson Legg are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. WITHHOLD votes for David Smith, J. Duncan Smith, Frederick Smith, and Robert Smith are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sinclair, Inc.	06/11/2024	Management	3	Elect Director J. Duncan Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Smith, Daniel Keith, J. Duncan Smith, Robert Smith and Frederick Smith are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Keith are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Howard Friedman, Daniel Keith, and Benson Legg are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. WITHHOLD votes for David Smith, J. Duncan Smith, Frederick Smith, and Robert Smith are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sinclair, Inc.	06/11/2024	Management	4	Elect Director Robert E. Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Smith, Daniel Keith, J. Duncan Smith, Robert Smith and Frederick Smith are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Keith are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Howard Friedman, Daniel Keith, and Benson Legg are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. WITHHOLD votes for David Smith, J. Duncan Smith, Frederick Smith, and Robert Smith are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sinclair, Inc.	06/11/2024	Management	5	Elect Director Laurie R. Beyer	For	For	For	For	WITHHOLD votes for non-independent nominees David Smith, Daniel Keith, J. Duncan Smith, Robert Smith and Frederick Smith are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Keith are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Howard Friedman, Daniel Keith, and Benson Legg are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. WITHHOLD votes for David Smith, J. Duncan Smith, Frederick Smith, and Robert Smith are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sinclair, Inc.	06/11/2024	Management	6	Elect Director Benjamin S. Carson, Sr.	For	For	For	For	WITHHOLD votes for non-independent nominees David Smith, Daniel Keith, J. Duncan Smith, Robert Smith and Frederick Smith are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Keith are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Howard Friedman, Daniel Keith, and Benson Legg are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. WITHHOLD votes for David Smith, J. Duncan Smith, Frederick Smith, and Robert Smith are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sinclair, Inc.	06/11/2024	Management	7	Elect Director Howard E. Friedman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Smith, Daniel Keith, J. Duncan Smith, Robert Smith and Frederick Smith are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Keith are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Howard Friedman, Daniel Keith, and Benson Legg are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. WITHHOLD votes for David Smith, J. Duncan Smith, Frederick Smith, and Robert Smith are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sinclair, Inc.	06/11/2024	Management	8	Elect Director Daniel C. Keith	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Smith, Daniel Keith, J. Duncan Smith, Robert Smith and Frederick Smith are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Keith are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Howard Friedman, Daniel Keith, and Benson Legg are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. WITHHOLD votes for David Smith, J. Duncan Smith, Frederick Smith, and Robert Smith are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sinclair, Inc.	06/11/2024	Management	9	Elect Director Benson E. Legg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Smith, Daniel Keith, J. Duncan Smith, Robert Smith and Frederick Smith are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Keith are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Howard Friedman, Daniel Keith, and Benson Legg are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. WITHHOLD votes for David Smith, J. Duncan Smith, Frederick Smith, and Robert Smith are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sinclair, Inc.	06/11/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Sinclair, Inc.	06/11/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
SiriusPoint Ltd.	05/20/2024	Management	1	Elect Director Bronek Masojada	For	For	For	For	A vote FOR the director nominees is warranted.
SiriusPoint Ltd.	05/20/2024	Management	2	Elect Director Daniel S. Loeb	For	For	For	For	A vote FOR the director nominees is warranted.
SiriusPoint Ltd.	05/20/2024	Management	3	Elect Director Mehdi A. Mahmud	For	For	For	For	A vote FOR the director nominees is warranted.
SiriusPoint Ltd.	05/20/2024	Management	4	Elect Director Jason Robart	For	For	For	For	A vote FOR the director nominees is warranted.
SiriusPoint Ltd.	05/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's relocation perquisite. Concerns are also raised with respect to the provision of excessive auto-related and life insurance perquisites.
SiriusPoint Ltd.	05/20/2024	Management	6	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
SiteOne Landscape Supply, Inc.	05/07/2024	Management	1	Elect Director Doug Black	For	For	For	For	A vote FOR the director nominees is warranted.
SiteOne Landscape Supply, Inc.	05/07/2024	Management	2	Elect Director Judith (Judy) Sansone	For	For	For	For	A vote FOR the director nominees is warranted.
SiteOne Landscape Supply, Inc.	05/07/2024	Management	3	Elect Director Jack L. Wyszomierski	For	For	For	For	A vote FOR the director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SiteOne Landscape Supply, Inc.	05/07/2024	Management	4	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
SiteOne Landscape Supply, Inc.	05/07/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SiteOne Landscape Supply, Inc.	05/07/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
SJW Group	06/20/2024	Management	1	Elect Director Carl Guardino	For	For	For	For	A vote FOR the director nominees is warranted.
SJW Group	06/20/2024	Management	2	Elect Director Mary Ann Hanley	For	For	For	For	A vote FOR the director nominees is warranted.
SJW Group	06/20/2024	Management	3	Elect Director Heather Hunt	For	For	For	For	A vote FOR the director nominees is warranted.
SJW Group	06/20/2024	Management	4	Elect Director Rebecca Armendariz Klein	For	For	For	For	A vote FOR the director nominees is warranted.
SJW Group	06/20/2024	Management	5	Elect Director Denise L. Kruger	For	For	For	For	A vote FOR the director nominees is warranted.
SJW Group	06/20/2024	Management	6	Elect Director Gregory P. Landis	For	For	For	For	A vote FOR the director nominees is warranted.
SJW Group	06/20/2024	Management	7	Elect Director Daniel B. More	For	For	For	For	A vote FOR the director nominees is warranted.
SJW Group	06/20/2024	Management	8	Elect Director Eric W. Thornburg	For	For	For	For	A vote FOR the director nominees is warranted.
SJW Group	06/20/2024	Management	9	Elect Director Carol P. Wallace	For	For	For	For	A vote FOR the director nominees is warranted.
SJW Group	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
SJW Group	06/20/2024	Management	11	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
SJW Group	06/20/2024	Management	12	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
SJW Group	06/20/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Skechers U.S.A., Inc.	05/23/2024	Management	1	Elect Director Robert Greenberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Greenberg and Morton Erlich are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Robert Greenberg and Morton Erlich are also warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominee Robert Greenberg are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. WITHHOLD votes for Morton Erlich are further warranted because: * He is serving as a non-independent member of a key board committee; * As an audit committee member, the board has failed to include auditor ratification on the proxy ballot; and * As a compensation committee member, the CEO's pay includes an outsized base salary of five times the peer median of CEO salaries at both Public Fund Advisory Services- and company-selected peers, and further includes various excessive perks and tax gross-ups.
Skechers U.S.A., Inc.	05/23/2024	Management	2	Elect Director Morton Erlich	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Greenberg and Morton Erlich are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Robert Greenberg and Morton Erlich are also warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominee Robert Greenberg are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. WITHHOLD votes for Morton Erlich are further warranted because: * He is serving as a non-independent member of a key board committee; * As an audit committee member, the board has failed to include auditor ratification on the proxy ballot; and * As a compensation committee member, the CEO's pay includes an outsized base salary of five times the peer median of CEO salaries at both Public Fund Advisory Services- and company-selected peers, and further includes various excessive perks and tax gross-ups.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Skechers U.S.A., Inc.	05/23/2024	Shareholder	3	Disclose Timeline for Measuring and Disclosing Full Value Chain Emissions	Against	For	For	For	A vote FOR this proposal is warranted, as a timeline for the company's measurement and disclosure of full value chain emissions would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
SkyWest, Inc.	05/07/2024	Management	1	Elect Director Russell A. Childs	For	For	For	For	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/07/2024	Management	2	Elect Director Smita Conjeevaram	For	For	For	For	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/07/2024	Management	3	Elect Director Derek J. Leathers	For	For	For	For	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/07/2024	Management	4	Elect Director Meredith S. Madden	For	For	For	For	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/07/2024	Management	5	Elect Director Ronald J. Mittelstaedt	For	For	For	For	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/07/2024	Management	6	Elect Director Keith E. Smith	For	For	For	For	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/07/2024	Management	7	Elect Director James L. Welch	For	For	Against	Against	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/07/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
SkyWest, Inc.	05/07/2024	Management	9	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
SkyWest, Inc.	05/07/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SkyWest, Inc.	05/07/2024	Shareholder	11	Adopt and Disclose a Freedom of Association and Collective Bargaining Policy	Against	For	For	For	A vote FOR this proposal is warranted, as a policy supporting employees' right to freedom of association and collective bargaining would benefit shareholders by clarifying management's role in mitigating risks related to infringing workers' rights to organize.
Sleep Number Corporation	05/21/2024	Management	1	Elect Director Stephen L. Gulis, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Stephen Gulis Jr. and Brenda Lauderback are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sleep Number Corporation	05/21/2024	Management	2	Elect Director Brenda J. Lauderback	For	For	Withhold	Withhold	WITHHOLD votes for Stephen Gulis Jr. and Brenda Lauderback are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sleep Number Corporation	05/21/2024	Management	3	Elect Director Stephen E. Macadam	For	For	For	For	WITHHOLD votes for Stephen Gulis Jr. and Brenda Lauderback are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sleep Number Corporation	05/21/2024	Management	4	Elect Director Hilary A. Schneider	For	For	For	For	WITHHOLD votes for Stephen Gulis Jr. and Brenda Lauderback are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sleep Number Corporation	05/21/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sleep Number Corporation	05/21/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Sleep Number Corporation	05/21/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.86 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
SLM Corporation	06/18/2024	Management	1	Elect Director Janaki Akella	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	2	Elect Director R. Scott Blackley	For	For	For	For	A vote FOR all director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SLM Corporation	06/18/2024	Management	3	Elect Director Mary Carter Warren Franke	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	4	Elect Director Mark L. Lavelle	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	5	Elect Director Christopher T. Leech	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	6	Elect Director Ted Marvitz	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	7	Elect Director Jim Matheson	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	8	Elect Director Samuel T. Ramsey	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	9	Elect Director Vivian C. Schneck-Last	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	10	Elect Director Robert S. Strong	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	11	Elect Director Jonathan W. Witter	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	12	Elect Director Kirsten O. Wolberg	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
SLM Corporation	06/18/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SM Energy Company	05/23/2024	Management	1	Elect Director Carla J. Bailo	For	For	For	For	Votes AGAINST Stephen Brand and William Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/23/2024	Management	2	Elect Director Stephen R. Brand	For	For	Against	Against	Votes AGAINST Stephen Brand and William Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/23/2024	Management	3	Elect Director Barton R. Brookman	For	For	For	For	Votes AGAINST Stephen Brand and William Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/23/2024	Management	4	Elect Director Ramiro G. Peru	For	For	For	For	Votes AGAINST Stephen Brand and William Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/23/2024	Management	5	Elect Director Anita M. Powers	For	For	For	For	Votes AGAINST Stephen Brand and William Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/23/2024	Management	6	Elect Director Julio M. Quintana	For	For	For	For	Votes AGAINST Stephen Brand and William Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/23/2024	Management	7	Elect Director Rose M. Robeson	For	For	For	For	Votes AGAINST Stephen Brand and William Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/23/2024	Management	8	Elect Director William D. Sullivan	For	For	Against	Against	Votes AGAINST Stephen Brand and William Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/23/2024	Management	9	Elect Director Herbert S. Vogel	For	For	For	For	Votes AGAINST Stephen Brand and William Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
SM Energy Company	05/23/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SMART Global Holdings, Inc.	02/09/2024	Management	1	Elect Director Sandeep Nayyar	For	For	For	For	A vote FOR all director nominees is warranted.
SMART Global Holdings, Inc.	02/09/2024	Management	2	Elect Director Mary Puma	For	For	For	For	A vote FOR all director nominees is warranted.
SMART Global Holdings, Inc.	02/09/2024	Management	3	Elect Director Maximiliane Straub	For	For	For	For	A vote FOR all director nominees is warranted.
SMART Global Holdings, Inc.	02/09/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SMART Global Holdings, Inc.	02/09/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SmartFinancial, Inc.	05/23/2024	Management	1	Elect Director Cathy G. Ackermann	For	For	For	For	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair David Ogle are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/23/2024	Management	2	Elect Director Victor L. Barrett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair David Ogle are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/23/2024	Management	3	Elect Director William ("Billy") Y. Carroll, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair David Ogle are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/23/2024	Management	4	Elect Director William ("Bill") Y. Carroll, Sr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair David Ogle are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/23/2024	Management	5	Elect Director Ted C. Miller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair David Ogle are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/23/2024	Management	6	Elect Director David A. Ogle	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair David Ogle are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SmartFinancial, Inc.	05/23/2024	Management	7	Elect Director John M. Presley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair David Ogle are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/23/2024	Management	8	Elect Director Steven B. Tucker	For	For	For	For	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair David Ogle are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/23/2024	Management	9	Elect Director Wesley M. ("Miller") Welborn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair David Ogle are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/23/2024	Management	10	Elect Director Keith E. Whaley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair David Ogle are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/23/2024	Management	11	Elect Director Geoffrey A. Wolpert	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair David Ogle are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/23/2024	Management	12	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
SmartFinancial, Inc.	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SmartRent, Inc.	05/14/2024	Management	1	Elect Director Lucas Haldeman	For	For	For	For	WITHHOLD votes are warranted for John Dorman * as a Nominating Committee member, for lack of racial/ethnic diversity on the board, * (ii) as a Governance Committee member, given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights; and * in the absence of a say-on-pay proposal, as compensation committee member, given that there is limited disclosure under the bonus program and equity awards were entirely time-vesting. Votes FOR Lucas Haldeman are warranted.
SmartRent, Inc.	05/14/2024	Management	2	Elect Director John Dorman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for John Dorman * as a Nominating Committee member, for lack of racial/ethnic diversity on the board, * (ii) as a Governance Committee member, given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights; and * in the absence of a say-on-pay proposal, as compensation committee member, given that there is limited disclosure under the bonus program and equity awards were entirely time-vesting. Votes FOR Lucas Haldeman are warranted.
SmartRent, Inc.	05/14/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
SmartRent, Inc.	05/14/2024	Management	4	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Smartsheet Inc.	06/18/2024	Management	1	Elect Director Alissa Abdullah	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Rowan Trollope given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Smartsheet Inc.	06/18/2024	Management	2	Elect Director Michael Gregoire	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Rowan Trollope given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Smartsheet Inc.	06/18/2024	Management	3	Elect Director Katie Rooney	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Rowan Trollope given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Smartsheet Inc.	06/18/2024	Management	4	Elect Director Khozema Shipchandler	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Rowan Trollope given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Smartsheet Inc.	06/18/2024	Management	5	Elect Director Rowan Trollope	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Rowan Trollope given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Smartsheet Inc.	06/18/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Smartsheet Inc.	06/18/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Solaris Oilfield Infrastructure, Inc.	05/14/2024	Management	1	Elect Director Laurie H. Argo	For	For	For	For	WITHHOLD votes are warranted for James Burke, as nominating committee chair, for lack of racial diversity on the board and, as governance committee member, for failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Solaris Oilfield Infrastructure, Inc.	05/14/2024	Management	2	Elect Director James R. Burke	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for James Burke, as nominating committee chair, for lack of racial diversity on the board and, as governance committee member, for failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Solaris Oilfield Infrastructure, Inc.	05/14/2024	Management	3	Elect Director F. Gardner Parker	For	For	For	For	WITHHOLD votes are warranted for James Burke, as nominating committee chair, for lack of racial diversity on the board and, as governance committee member, for failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Solaris Oilfield Infrastructure, Inc.	05/14/2024	Management	4	Ratify BDO USA, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Solaris Oilfield Infrastructure, Inc.	05/14/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
SolarWinds Corporation	05/23/2024	Management	1	Elect Director Cathleen Benko	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Douglas (Doug) Smith given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SolarWinds Corporation	05/23/2024	Management	2	Elect Director Dennis Howard	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Douglas (Doug) Smith given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SolarWinds Corporation	05/23/2024	Management	3	Elect Director Douglas Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Douglas (Doug) Smith given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SolarWinds Corporation	05/23/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SolarWinds Corporation	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Solo Brands, Inc.	05/24/2024	Management	1	Elect Director Matthew Guy-Hamilton	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Matthew Guy-Hamilton and David (Dave) Powers given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR director nominee Christopher (Chris) Metz is warranted.
Solo Brands, Inc.	05/24/2024	Management	2	Elect Director Christopher Metz	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Matthew Guy-Hamilton and David (Dave) Powers given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR director nominee Christopher (Chris) Metz is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Solo Brands, Inc.	05/24/2024	Management	3	Elect Director David Powers	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Matthew Guy-Hamilton and David (Dave) Powers given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR director nominee Christopher (Chris) Metz is warranted.
Solo Brands, Inc.	05/24/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Sonic Automotive, Inc.	04/24/2024	Management	1	Elect Director David Bruton Smith	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members William Belk, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST director nominees David Smith, Marcus Smith, and Bryan Scott Smith are further warranted as their ownership of the supervoting shares provides them with voting power control of the company. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board.
Sonic Automotive, Inc.	04/24/2024	Management	2	Elect Director Jeff Dyke	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members William Belk, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST director nominees David Smith, Marcus Smith, and Bryan Scott Smith are further warranted as their ownership of the supervoting shares provides them with voting power control of the company. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board.
Sonic Automotive, Inc.	04/24/2024	Management	3	Elect Director William I. Belk	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members William Belk, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST director nominees David Smith, Marcus Smith, and Bryan Scott Smith are further warranted as their ownership of the supervoting shares provides them with voting power control of the company. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board.



# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sonic Automotive, Inc.	04/24/2024	Management	4	Elect Director William R. Brooks	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members William Belk, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST director nominees David Smith, Marcus Smith, and Bryan Scott Smith are further warranted as their ownership of the supervoting shares provides them with voting power control of the company. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board.
Sonic Automotive, Inc.	04/24/2024	Management	5	Elect Director Michael Hodge	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members William Belk, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST director nominees David Smith, Marcus Smith, and Bryan Scott Smith are further warranted as their ownership of the supervoting shares provides them with voting power control of the company. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board.
Sonic Automotive, Inc.	04/24/2024	Management	6	Elect Director Keri A. Kaiser	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members William Belk, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST director nominees David Smith, Marcus Smith, and Bryan Scott Smith are further warranted as their ownership of the supervoting shares provides them with voting power control of the company. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board.
Sonic Automotive, Inc.	04/24/2024	Management	7	Elect Director B. Scott Smith	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members William Belk, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST director nominees David Smith, Marcus Smith, and Bryan Scott Smith are further warranted as their ownership of the supervoting shares provides them with voting power control of the company. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sonic Automotive, Inc.	04/24/2024	Management	8	Elect Director Marcus G. Smith	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members William Belk, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST director nominees David Smith, Marcus Smith, and Bryan Scott Smith are further warranted as their ownership of the supervoting shares provides them with voting power control of the company. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board.
Sonic Automotive, Inc.	04/24/2024	Management	9	Elect Director R. Eugene Taylor	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members William Belk, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST director nominees David Smith, Marcus Smith, and Bryan Scott Smith are further warranted as their ownership of the supervoting shares provides them with voting power control of the company. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board.
Sonic Automotive, Inc.	04/24/2024	Management	10	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Sonic Automotive, Inc.	04/24/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Sonoco Products Company	04/17/2024	Management	1	Elect Director Steven L. Boyd	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	2	Elect Director R. Howard Coker	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	3	Elect Director Pamela L. Davies	For	For	Against	Against	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	4	Elect Director Theresa J. Drew	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	5	Elect Director Philippe Guillemot	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	6	Elect Director John R. Haley	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	7	Elect Director Robert R. Hill, Jr.	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	8	Elect Director Eleni Istavridis	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sonoco Products Company	04/17/2024	Management	9	Elect Director Richard G. Kyle	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	10	Elect Director Blythe J. McGarvie	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	11	Elect Director Thomas E. Whiddon	For	For	Against	Against	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Sonoco Products Company	04/17/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Sonoco Products Company	04/17/2024	Management	14	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sonoco Products Company	04/17/2024	Shareholder	15	Report on Political Contributions	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders better evaluate the company's management of related risks and benefits.
Sonos, Inc.	03/11/2024	Management	1	Elect Director Jonathan Mildenhall	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominee Patrick Spence given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR new director nominee Jonathan Mildenhall is warranted.
Sonos, Inc.	03/11/2024	Management	2	Elect Director Patrick Spence	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominee Patrick Spence given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR new director nominee Jonathan Mildenhall is warranted.
Sonos, Inc.	03/11/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sonos, Inc.	03/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
SoundThinking, Inc.	06/11/2024	Management	1	Elect Director William J. Bratton	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Deborah (Deb) Grant given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee William Bratton is warranted.
SoundThinking, Inc.	06/11/2024	Management	2	Elect Director Deborah A. Grant	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Deborah (Deb) Grant given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee William Bratton is warranted.
SoundThinking, Inc.	06/11/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
SoundThinking, Inc.	06/11/2024	Management	4	Ratify Baker Tilly US, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
South Plains Financial, Inc.	05/13/2024	Management	1	Elect Director Cory T. Newsom	For	Against	Against	Against	Votes AGAINST non-independent nominee Cory Newsom are warranted for lack of a majority independent board. In the absences of Audit Committee members on the ballot, votes AGAINST incumbent director nominees Cory Newsom and Noe Valles are warranted due to concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock. Votes AGAINST Governance Committee member Noe Valles are further warranted member given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
South Plains Financial, Inc.	05/13/2024	Management	2	Elect Director Noe G. Valles	For	Against	Against	Against	Votes AGAINST non-independent nominee Cory Newsom are warranted for lack of a majority independent board. In the absences of Audit Committee members on the ballot, votes AGAINST incumbent director nominees Cory Newsom and Noe Valles are warranted due to concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock. Votes AGAINST Governance Committee member Noe Valles are further warranted member given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
South Plains Financial, Inc.	05/13/2024	Management	3	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
South Plains Financial, Inc.	05/13/2024	Management	4	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Southern First Bancshares, Inc.	05/21/2024	Management	1	Elect Director Mark A. Cothran	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees R. Arthur (Art) Seaver Jr., Mark Cothran and Rudolph (Trip) Johnstone III are warranted for lack of a majority independent board. WITHHOLD votes for Rudolph (Trip) Johnstone III are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee member Rudolph (Trip) Johnstone III are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's failed say-on-pay vote. A vote FOR Anna T. Locke is warranted.
Southern First Bancshares, Inc.	05/21/2024	Management	2	Elect Director Rudolph G. "Trip" Johnstone, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees R. Arthur (Art) Seaver Jr., Mark Cothran and Rudolph (Trip) Johnstone III are warranted for lack of a majority independent board. WITHHOLD votes for Rudolph (Trip) Johnstone III are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee member Rudolph (Trip) Johnstone III are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's failed say-on-pay vote. A vote FOR Anna T. Locke is warranted.
Southern First Bancshares, Inc.	05/21/2024	Management	3	Elect Director R. Arthur "Art" Seaver, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees R. Arthur (Art) Seaver Jr., Mark Cothran and Rudolph (Trip) Johnstone III are warranted for lack of a majority independent board. WITHHOLD votes for Rudolph (Trip) Johnstone III are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee member Rudolph (Trip) Johnstone III are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's failed say-on-pay vote. A vote FOR Anna T. Locke is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Southern First Bancshares, Inc.	05/21/2024	Management	4	Elect Director Anna T. Locke	For	For	For	For	WITHHOLD votes for non-independent nominees R. Arthur (Art) Seaver Jr., Mark Cothran and Rudolph (Trip) Johnstone III are warranted for lack of a majority independent board. WITHHOLD votes for Rudolph (Trip) Johnstone III are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee member Rudolph (Trip) Johnstone III are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's failed say-on-pay vote. A vote FOR Anna T. Locke is warranted.
Southern First Bancshares, Inc.	05/21/2024	Management	5	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized shares of common stock is reasonable, and there are no substantial concerns about the company's past use of shares.
Southern First Bancshares, Inc.	05/21/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.
Southern First Bancshares, Inc.	05/21/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company demonstrated poor responsiveness to shareholder concerns following the previous annual meeting's low say-on-pay support. In addition, concerns are raised as the company maintains legacy agreements with certain executives that contain a modified single-trigger change-in-control provision.
Southern First Bancshares, Inc.	05/21/2024	Management	8	Ratify Elliott Davis, LLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Southside Bancshares, Inc.	05/15/2024	Management	1	Elect Director S. Elaine Anderson	For	For	For	For	WITHHOLD votes for non-independent nominees John (Bob) Garrett and Kirk Calhoun are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Southside Bancshares, Inc.	05/15/2024	Management	2	Elect Director Kirk A. Calhoun	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John (Bob) Garrett and Kirk Calhoun are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Southside Bancshares, Inc.	05/15/2024	Management	3	Elect Director Patricia A. Callan	For	For	For	For	WITHHOLD votes for non-independent nominees John (Bob) Garrett and Kirk Calhoun are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Southside Bancshares, Inc.	05/15/2024	Management	4	Elect Director John R. (Bob) Garrett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John (Bob) Garrett and Kirk Calhoun are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Southside Bancshares, Inc.	05/15/2024	Management	5	Elect Director Tony K. Morgan	For	For	For	For	WITHHOLD votes for non-independent nominees John (Bob) Garrett and Kirk Calhoun are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Southside Bancshares, Inc.	05/15/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Southside Bancshares, Inc.	05/15/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Southwest Gas Holdings, Inc.	05/02/2024	Management	1	Elect Director E. Renae Conley	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Teno are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/02/2024	Management	2	Elect Director Andrew W. Evans	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Teno are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

## B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Southwest Gas Holdings, Inc.	05/02/2024	Management	3	Elect Director Karen S. Haller	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Teno are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/02/2024	Management	4	Elect Director Jane Lewis-Raymond	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Teno are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/02/2024	Management	5	Elect Director Henry P. Linginfelter	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Teno are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/02/2024	Management	6	Elect Director Anne L. Mariucci	For	For	Withhold	Withhold	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Teno are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/02/2024	Management	7	Elect Director Carlos A. Ruisanchez	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Teno are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/02/2024	Management	8	Elect Director Ruby Sharma	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Teno are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/02/2024	Management	9	Elect Director Andrew J. Teno	For	For	Withhold	Withhold	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Teno are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/02/2024	Management	10	Elect Director A. Randall Thoman	For	For	Withhold	Withhold	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Teno are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/02/2024	Management	11	Elect Director Leslie T. Thornton	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Teno are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Southwest Gas Holdings, Inc.	05/02/2024	Management	13	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Southwest Gas Holdings, Inc.	05/02/2024	Management	14	Approve Tax-Free Spin Protection Plan	For	For	For	For	A vote FOR this proposal is warranted. The terms of SWX's tax-free spinoff plan appear reasonable, and the board's actions indicate that the adoption of the pill is primarily motivated by the desire to structure the spin off as a tax-free transaction for the company, rather than a desire to ward off an unsolicited acquisition.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Southwest Gas Holdings, Inc.	05/02/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Southwestern Energy Company	06/18/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. The strategic rationale is compelling and cost synergies are expected, and shareholders will be able to participate in the upside potential via the all-stock consideration. Moreover, the value of the offer has increased to date and there is some potential downside risk of non-approval.
Southwestern Energy Company	06/18/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although the cash severance basis for the CEO and two other NEOs is considered excessive, cash severance is double trigger and no excise tax gross-ups are payable. In addition, a substantial majority of the NEOs' unvested equity is double trigger, and performance-based awards will be deemed earned at target or actual performance.
Southwestern Energy Company	06/18/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants support.
SP Plus Corporation	02/09/2024	Management	1	Approve Merger Agreement	For	For	For	For	The board appears to have conducted a reasonable market check, the merger consideration represents a 52.5 percent premium over the unaffected price, the shares have significantly outperformed the wider index, suggesting a downside risk of non-approval, and the cash form of consideration provides certainty of value. In light of these considerations, support FOR the proposed transaction is warranted.
SP Plus Corporation	02/09/2024	Management	2	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction warrants support.
SP Plus Corporation	02/09/2024	Management	3	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. NEOs' outstanding equity awards will auto-accelerate upon the CIC. Further, the company recently entered into agreements with two NEOs that provide for problematic excise tax gross-ups.
SpartanNash Company	05/22/2024	Management	1	Elect Director M. Shan Atkins	For	For	Withhold	Withhold	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/22/2024	Management	2	Elect Director Fred Bentley, Jr.	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/22/2024	Management	3	Elect Director Douglas A. Hacker	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/22/2024	Management	4	Elect Director Kerrie D. MacPherson	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/22/2024	Management	5	Elect Director Julien R. Mininberg	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/22/2024	Management	6	Elect Director Jaymin B. Patel	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/22/2024	Management	7	Elect Director Pamela S. Puryear	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/22/2024	Management	8	Elect Director Tony B. Sarsam	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
SpartanNash Company	05/22/2024	Management	10	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
SpartanNash Company	05/22/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SpartanNash Company	05/22/2024	Shareholder	12	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SpartanNash Company	05/22/2024	Shareholder	13	Report on Targets to Phase Out Use of Gestation Crates in Pork Supply Chain	Against	Against	For	For	A vote FOR this resolution is warranted. In light of regulatory developments and the company's lack of targets, shareholders would benefit from more information on the company's progress related to reducing or eliminating the use of gestation crates in its pork supply chain.
Sportsman's Warehouse Holdings, Inc.	05/30/2024	Management	1	Elect Director Steven R. Becker	For	For	For	For	A vote FOR all director nominees is warranted.
Sportsman's Warehouse Holdings, Inc.	05/30/2024	Management	2	Elect Director Steven W. Sansom	For	For	For	For	A vote FOR all director nominees is warranted.
Sportsman's Warehouse Holdings, Inc.	05/30/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Sportsman's Warehouse Holdings, Inc.	05/30/2024	Management	4	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sportsman's Warehouse Holdings, Inc.	05/30/2024	Management	5	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Sportsman's Warehouse Holdings, Inc.	05/30/2024	Management	6	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
SpringWorks Therapeutics, Inc.	05/16/2024	Management	1	Elect Director Freda Lewis-Hall	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Freda Lewis-Hall given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
SpringWorks Therapeutics, Inc.	05/16/2024	Management	2	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
SpringWorks Therapeutics, Inc.	05/16/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although disclosure of performance results is lacking, annual incentives were predominantly based on pre-set objective goals and a majority of the CEO's annual LTI awards were in the form of options, which are generally considered more strongly performance-based at clinical-stage biotechnology companies. However, the compensation committee's decision to grant supplemental equity awards to the NEOs because outstanding options were underwater undermines the alignment of executive pay with shareholder interests. The CEO's supplemental award, though entirely performance-conditioned, resulted in outsized equity award magnitude.
SPS Commerce, Inc.	05/16/2024	Management	1	Elect Director Chad Collins	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/16/2024	Management	2	Elect Director James Ramsey	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/16/2024	Management	3	Elect Director Marty Reaume	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/16/2024	Management	4	Elect Director Tami Reller	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/16/2024	Management	5	Elect Director Philip Soran	For	For	Against	Against	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/16/2024	Management	6	Elect Director Anne Sempowski Ward	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SPS Commerce, Inc.	05/16/2024	Management	7	Elect Director Sven Wehrwein	For	For	Against	Against	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/16/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
SPS Commerce, Inc.	05/16/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
SPS Commerce, Inc.	05/16/2024	Management	10	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
SPX Technologies, Inc.	05/14/2024	Management	1	Elect Director Ruth G. Shaw	For	For	For	For	A vote FOR all director nominees is warranted.
SPX Technologies, Inc.	05/14/2024	Management	2	Elect Director Robert B. Toth	For	For	For	For	A vote FOR all director nominees is warranted.
SPX Technologies, Inc.	05/14/2024	Management	3	Elect Director Angel Shelton Willis	For	For	For	For	A vote FOR all director nominees is warranted.
SPX Technologies, Inc.	05/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
SPX Technologies, Inc.	05/14/2024	Management	5	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
SPX Technologies, Inc.	05/14/2024	Management	6	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
SPX Technologies, Inc.	05/14/2024	Management	7	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
SPX Technologies, Inc.	05/14/2024	Management	8	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
SPX Technologies, Inc.	05/14/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
STAAR Surgical Company	06/20/2024	Management	1	Elect Director Arthur C. Butcher	For	For	For	For	A vote FOR the director nominees is warranted.
STAAR Surgical Company	06/20/2024	Management	2	Elect Director Stephen C. Farrell	For	For	For	For	A vote FOR the director nominees is warranted.
STAAR Surgical Company	06/20/2024	Management	3	Elect Director Thomas G. Frinzi	For	For	For	For	A vote FOR the director nominees is warranted.
STAAR Surgical Company	06/20/2024	Management	4	Elect Director Wei Jiang	For	For	For	For	A vote FOR the director nominees is warranted.
STAAR Surgical Company	06/20/2024	Management	5	Elect Director Aimee S. Weisner	For	For	For	For	A vote FOR the director nominees is warranted.
STAAR Surgical Company	06/20/2024	Management	6	Elect Director Elizabeth Yeu	For	For	For	For	A vote FOR the director nominees is warranted.
STAAR Surgical Company	06/20/2024	Management	7	Elect Director Lilian Y. Zhou	For	For	For	For	A vote FOR the director nominees is warranted.
STAAR Surgical Company	06/20/2024	Management	8	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
STAAR Surgical Company	06/20/2024	Management	9	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
STAAR Surgical Company	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Standard Motor Products, Inc.	05/16/2024	Management	1	Elect Director James J. Burke	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Sills, Alisa Norris, James (Jim) Burke, Pamela Forbes Lieberman and Joseph McDonnell are warranted for lack of a majority independent board. WITHHOLD votes for Alisa Norris, Pamela Forbes Lieberman and Joseph McDonnell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/16/2024	Management	2	Elect Director Alejandro C. Capparelli	For	For	For	For	WITHHOLD votes for non-independent nominees Eric Sills, Alisa Norris, James (Jim) Burke, Pamela Forbes Lieberman and Joseph McDonnell are warranted for lack of a majority independent board. WITHHOLD votes for Alisa Norris, Pamela Forbes Lieberman and Joseph McDonnell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Standard Motor Products, Inc.	05/16/2024	Management	3	Elect Director Pamela Forbes Lieberman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Sills, Alisa Norris, James (Jim) Burke, Pamela Forbes Lieberman and Joseph McDonnell are warranted for lack of a majority independent board. WITHHOLD votes for Alisa Norris, Pamela Forbes Lieberman and Joseph McDonnell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/16/2024	Management	4	Elect Director Patrick S. McClymont	For	For	For	For	WITHHOLD votes for non-independent nominees Eric Sills, Alisa Norris, James (Jim) Burke, Pamela Forbes Lieberman and Joseph McDonnell are warranted for lack of a majority independent board. WITHHOLD votes for Alisa Norris, Pamela Forbes Lieberman and Joseph McDonnell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/16/2024	Management	5	Elect Director Joseph W. McDonnell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Sills, Alisa Norris, James (Jim) Burke, Pamela Forbes Lieberman and Joseph McDonnell are warranted for lack of a majority independent board. WITHHOLD votes for Alisa Norris, Pamela Forbes Lieberman and Joseph McDonnell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/16/2024	Management	6	Elect Director Alisa C. Norris	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Sills, Alisa Norris, James (Jim) Burke, Pamela Forbes Lieberman and Joseph McDonnell are warranted for lack of a majority independent board. WITHHOLD votes for Alisa Norris, Pamela Forbes Lieberman and Joseph McDonnell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/16/2024	Management	7	Elect Director Pamela S. Puryear	For	For	For	For	WITHHOLD votes for non-independent nominees Eric Sills, Alisa Norris, James (Jim) Burke, Pamela Forbes Lieberman and Joseph McDonnell are warranted for lack of a majority independent board. WITHHOLD votes for Alisa Norris, Pamela Forbes Lieberman and Joseph McDonnell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/16/2024	Management	8	Elect Director Eric P. Sills	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Sills, Alisa Norris, James (Jim) Burke, Pamela Forbes Lieberman and Joseph McDonnell are warranted for lack of a majority independent board. WITHHOLD votes for Alisa Norris, Pamela Forbes Lieberman and Joseph McDonnell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/16/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Standard Motor Products, Inc.	05/16/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Stellar Bancorp, Inc.	06/04/2024	Management	1	Elect Director Jon-Al Duplantier	For	For	For	For	WITHHOLD votes for non-independent nominees Joe Penland Sr. and John Williams Jr. are warranted for lack of a majority independent board. WITHHOLD votes for John Williams Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member John Williams Jr. are warranted (i) given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights, and (ii) for a material governance failure: the company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Stellar Bancorp, Inc.	06/04/2024	Management	2	Elect Director Cynthia A. Dopjera	For	For	For	For	WITHHOLD votes for non-independent nominees Joe Penland Sr. and John Williams Jr. are warranted for lack of a majority independent board. WITHHOLD votes for John Williams Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member John Williams Jr. are warranted (i) given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights, and (ii) for a material governance failure: the company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR the remaining director nominees is warranted.
Stellar Bancorp, Inc.	06/04/2024	Management	3	Elect Director Joe E. Penland, Sr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joe Penland Sr. and John Williams Jr. are warranted for lack of a majority independent board. WITHHOLD votes for John Williams Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member John Williams Jr. are warranted (i) given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights, and (ii) for a material governance failure: the company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR the remaining director nominees is warranted.
Stellar Bancorp, Inc.	06/04/2024	Management	4	Elect Director Tymothi O. Tombar	For	For	For	For	WITHHOLD votes for non-independent nominees Joe Penland Sr. and John Williams Jr. are warranted for lack of a majority independent board. WITHHOLD votes for John Williams Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member John Williams Jr. are warranted (i) given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights, and (ii) for a material governance failure: the company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR the remaining director nominees is warranted.
Stellar Bancorp, Inc.	06/04/2024	Management	5	Elect Director John E. Williams, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joe Penland Sr. and John Williams Jr. are warranted for lack of a majority independent board. WITHHOLD votes for John Williams Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member John Williams Jr. are warranted (i) given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights, and (ii) for a material governance failure: the company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR the remaining director nominees is warranted.
Stellar Bancorp, Inc.	06/04/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Stellar Bancorp, Inc.	06/04/2024	Management	7	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stapan Company	04/30/2024	Management	1	Elect Director Randall S. Dearth	For	For	Against	Against	Votes AGAINST non-independent nominee Randall Dearth are warranted for lack of a majority independent board. Votes AGAINST Randall Dearth are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Stepan Company	04/30/2024	Management	2	Elect Director Susan M. Lewis	For	For	For	For	Votes AGAINST non-independent nominee Randall Dearth are warranted for lack of a majority independent board. Votes AGAINST Randall Dearth are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stepan Company	04/30/2024	Management	3	Elect Director Jan Stern Reed	For	For	For	For	Votes AGAINST non-independent nominee Randall Dearth are warranted for lack of a majority independent board. Votes AGAINST Randall Dearth are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stepan Company	04/30/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Stepan Company	04/30/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
StepStone Group Inc.	05/13/2024	Management	1	Approve Issuance of Shares for a Private Placement	For	For	For	For	A vote FOR this transaction is warranted, given the reasonable strategic rationale and positive market reaction.
Stereotaxis, Inc.	05/15/2024	Management	1	Elect Director David L. Fischel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee David Fischel are warranted for lack of a majority independent board.
Stereotaxis, Inc.	05/15/2024	Management	2	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stereotaxis, Inc.	05/15/2024	Management	3	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 17.66 percent is excessive.
Stereotaxis, Inc.	05/15/2024	Management	4	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Stericycle, Inc.	05/21/2024	Management	1	Elect Director Robert S. Murley	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	2	Elect Director Cindy J. Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	3	Elect Director Brian P. Anderson	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	4	Elect Director Lynn D. Bleil	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	5	Elect Director Thomas F. Chen	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	6	Elect Director Victoria L. Dolan	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	7	Elect Director Naren K. Gursahaney	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	8	Elect Director J. Joel Hackney, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	9	Elect Director Stephen C. Hooley	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	10	Elect Director James L. Welch	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Stericycle, Inc.	05/21/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sterling Bancorp, Inc.	05/16/2024	Management	1	Elect Director Thomas M. O'Brien	For	For	For	For	WITHHOLD votes for Benjamin (Ben) Wineman are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Tracey Dedrick are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for longtime director and audit committee member Benjamin Wineman are warranted, as the company pleaded guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sterling Bancorp, Inc.	05/16/2024	Management	2	Elect Director Peggy Daitch	For	For	For	For	WITHHOLD votes for Benjamin (Ben) Wineman are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Tracey Dedrick are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for longtime director and audit committee member Benjamin Wineman are warranted, as the company pleaded guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees warranted.
Sterling Bancorp, Inc.	05/16/2024	Management	3	Elect Director Tracey Dedrick	For	Withhold	Withhold	Withhold	WITHHOLD votes for Benjamin (Ben) Wineman are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Tracey Dedrick are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for longtime director and audit committee member Benjamin Wineman are warranted, as the company pleaded guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees warranted.
Sterling Bancorp, Inc.	05/16/2024	Management	4	Elect Director Michael Donahue	For	For	For	For	WITHHOLD votes for Benjamin (Ben) Wineman are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Tracey Dedrick are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for longtime director and audit committee member Benjamin Wineman are warranted, as the company pleaded guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees warranted.
Sterling Bancorp, Inc.	05/16/2024	Management	5	Elect Director Steven E. Gallotta	For	For	For	For	WITHHOLD votes for Benjamin (Ben) Wineman are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Tracey Dedrick are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for longtime director and audit committee member Benjamin Wineman are warranted, as the company pleaded guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sterling Bancorp, Inc.	05/16/2024	Management	6	Elect Director Denny Kim	For	For	For	For	WITHHOLD votes for Benjamin (Ben) Wineman are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Tracey Dedrick are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for longtime director and audit committee member Benjamin Wineman are warranted, as the company pleaded guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees warranted.
Sterling Bancorp, Inc.	05/16/2024	Management	7	Elect Director Christine Meredith	For	For	For	For	WITHHOLD votes for Benjamin (Ben) Wineman are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Tracey Dedrick are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for longtime director and audit committee member Benjamin Wineman are warranted, as the company pleaded guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees warranted.
Sterling Bancorp, Inc.	05/16/2024	Management	8	Elect Director Eboh Okorie	For	For	For	For	WITHHOLD votes for Benjamin (Ben) Wineman are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Tracey Dedrick are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for longtime director and audit committee member Benjamin Wineman are warranted, as the company pleaded guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees warranted.
Sterling Bancorp, Inc.	05/16/2024	Management	9	Elect Director Benjamin J. Wineman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Benjamin (Ben) Wineman are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Tracey Dedrick are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for longtime director and audit committee member Benjamin Wineman are warranted, as the company pleaded guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees warranted.
Sterling Bancorp, Inc.	05/16/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the identified pay-for-performance misalignment has not been sufficiently mitigated at this time. Annual bonuses for other NEOs are largely discretionary, and although the CEO's base salary was significantly reduced mid-fiscal year, the CEO's base salary for the year in review remained outsized. In addition, equity awards granted to NEOs lack performance criteria.
Sterling Bancorp, Inc.	05/16/2024	Management	11	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sterling Check Corp.	05/22/2024	Management	1	Elect Director Michael Grebe	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Michael Grebe and L. Frederick (Fred) Sutherland given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Michael Grebe due to an unmitigated pay-for-performance misalignment. The company has provided limited disclosure under its annual bonus plan and equity awards were entirely time-vesting. A vote FOR Joshua (Josh) Peirez is warranted.
Sterling Check Corp.	05/22/2024	Management	2	Elect Director Joshua Peirez	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Michael Grebe and L. Frederick (Fred) Sutherland given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Michael Grebe due to an unmitigated pay-for-performance misalignment. The company has provided limited disclosure under its annual bonus plan and equity awards were entirely time-vesting. A vote FOR Joshua (Josh) Peirez is warranted.
Sterling Check Corp.	05/22/2024	Management	3	Elect Director L. Frederick Sutherland	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Michael Grebe and L. Frederick (Fred) Sutherland given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Michael Grebe due to an unmitigated pay-for-performance misalignment. The company has provided limited disclosure under its annual bonus plan and equity awards were entirely time-vesting. A vote FOR Joshua (Josh) Peirez is warranted.
Sterling Check Corp.	05/22/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sterling Infrastructure, Inc.	05/09/2024	Management	1	Elect Director William T. Bosway	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/09/2024	Management	2	Elect Director Roger A. Cregg	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/09/2024	Management	3	Elect Director Joseph A. Cutillo	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/09/2024	Management	4	Elect Director Julie A. Dill	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/09/2024	Management	5	Elect Director Dana C. O'Brien	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/09/2024	Management	6	Elect Director Charles R. Patton	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/09/2024	Management	7	Elect Director Thomas M. White	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/09/2024	Management	8	Elect Director Dwayne A. Wilson	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/09/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Sterling Infrastructure, Inc.	05/09/2024	Management	10	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sterling Infrastructure, Inc.	05/09/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Steven Madden, Ltd.	05/22/2024	Management	1	Elect Director Edward R. Rosenfeld	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/22/2024	Management	2	Elect Director Peter A. Davis	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Steven Madden, Ltd.	05/22/2024	Management	3	Elect Director Al Ferrara	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/22/2024	Management	4	Elect Director Mitchell S. Klipper	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/22/2024	Management	5	Elect Director Maria Teresa Kumar	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/22/2024	Management	6	Elect Director Rose Peabody Lynch	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/22/2024	Management	7	Elect Director Peter Migliorini	For	For	Withhold	Withhold	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/22/2024	Management	8	Elect Director Arian Simone Reed	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/22/2024	Management	9	Elect Director Ravi Sachdev	For	For	Withhold	Withhold	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/22/2024	Management	10	Elect Director Robert Smith	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/22/2024	Management	11	Elect Director Amelia Newton Varela	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/22/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Steven Madden, Ltd.	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Steven Madden, Ltd.	05/22/2024	Management	14	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Steven Madden, Ltd.	05/22/2024	Management	15	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.39 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Stewart Information Services Corporation	05/08/2024	Management	1	Elect Director Thomas G. Apel	For	For	Against	Against	Votes AGAINST Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/08/2024	Management	2	Elect Director C. Allen Bradley, Jr.	For	For	For	For	Votes AGAINST Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/08/2024	Management	3	Elect Director Robert L. Clarke	For	For	Against	Against	Votes AGAINST Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/08/2024	Management	4	Elect Director William S. Corey, Jr.	For	For	For	For	Votes AGAINST Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/08/2024	Management	5	Elect Director Frederick H. Eppinger, Jr.	For	For	For	For	Votes AGAINST Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Stewart Information Services Corporation	05/08/2024	Management	6	Elect Director Deborah J. Matz	For	For	For	For	Votes AGAINST Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/08/2024	Management	7	Elect Director Matthew W. Morris	For	For	For	For	Votes AGAINST Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/08/2024	Management	8	Elect Director Karen R. Pallotta	For	For	For	For	Votes AGAINST Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/08/2024	Management	9	Elect Director Manolo Sanchez	For	For	For	For	Votes AGAINST Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/08/2024	Management	10	Elect Director Helen Vaid	For	For	For	For	Votes AGAINST Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/08/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Stewart Information Services Corporation	05/08/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stewart Information Services Corporation	05/08/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Stifel Financial Corp.	06/05/2024	Management	1	Elect Director Adam T. Berlew	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	2	Elect Director Maryam S. Brown	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	3	Elect Director Michael W. Brown	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	4	Elect Director Lisa L. Carnoy	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	5	Elect Director Robert E. Grady	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	6	Elect Director James P. Kavanaugh	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	7	Elect Director Ronald J. Kruszewski	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Stifel Financial Corp.	06/05/2024	Management	8	Elect Director Daniel J. Ludeman	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	9	Elect Director Maura A. Markus	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	10	Elect Director David A. Peacock	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	11	Elect Director Thomas W. Weisel	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	12	Elect Director Michael J. Zimmerman	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Stifel Financial Corp.	06/05/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stoneridge, Inc.	05/14/2024	Management	1	Elect Director Ira C. Kaplan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/14/2024	Management	2	Elect Director Kim Korth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/14/2024	Management	3	Elect Director William M. Lasky	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/14/2024	Management	4	Elect Director George S. Mayes, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Stoneridge, Inc.	05/14/2024	Management	5	Elect Director Carsten J. Reinhardt	For	For	For	For	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/14/2024	Management	6	Elect Director Sheila Rutt	For	For	For	For	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/14/2024	Management	7	Elect Director Paul J. Schlather	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/14/2024	Management	8	Elect Director Frank S. Sklarsky	For	For	For	For	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/14/2024	Management	9	Elect Director James Zizelman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth, George Mayes Jr. and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/14/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stoneridge, Inc.	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Stoneridge, Inc.	05/14/2024	Management	12	Amend Non-Employee Director Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-less than p/greater than Trigger vesting of awards in the event of a change-in-control.
StoneX Group Inc.	02/27/2024	Management	1	Elect Director Annabelle G. Bexiga	For	For	For	For	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, John Fowler and Eric Parthemore are warranted for lack of a majority independent board. WITHHOLD votes for John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	02/27/2024	Management	2	Elect Director Diane L. Cooper	For	For	For	For	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, John Fowler and Eric Parthemore are warranted for lack of a majority independent board. WITHHOLD votes for John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	02/27/2024	Management	3	Elect Director John M. Fowler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, John Fowler and Eric Parthemore are warranted for lack of a majority independent board. WITHHOLD votes for John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
StoneX Group Inc.	02/27/2024	Management	4	Elect Director Steven Kass	For	For	For	For	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, John Fowler and Eric Parthemore are warranted for lack of a majority independent board. WITHHOLD votes for John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	02/27/2024	Management	5	Elect Director Sean M. O'Connor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, John Fowler and Eric Parthemore are warranted for lack of a majority independent board. WITHHOLD votes for John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	02/27/2024	Management	6	Elect Director Eric Parthemore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, John Fowler and Eric Parthemore are warranted for lack of a majority independent board. WITHHOLD votes for John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	02/27/2024	Management	7	Elect Director John Radziwill	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, John Fowler and Eric Parthemore are warranted for lack of a majority independent board. WITHHOLD votes for John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	02/27/2024	Management	8	Elect Director Dhamu R. Thamodaran	For	For	For	For	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, John Fowler and Eric Parthemore are warranted for lack of a majority independent board. WITHHOLD votes for John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	02/27/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
StoneX Group Inc.	02/27/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Strategic Education, Inc.	04/24/2024	Management	1	Elect Director Charlotte F. Beason	For	For	Against	Against	Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky, and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/24/2024	Management	2	Elect Director Rita D. Brogley	For	For	For	For	Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky, and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/24/2024	Management	3	Elect Director John T. Casteen, III	For	For	Against	Against	Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky, and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/24/2024	Management	4	Elect Director Viet D. Dinh	For	For	For	For	Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky, and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/24/2024	Management	5	Elect Director Robert R. Grusky	For	For	Against	Against	Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky, and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/24/2024	Management	6	Elect Director Jerry L. Johnson	For	For	For	For	Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky, and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/24/2024	Management	7	Elect Director Karl McDonnell	For	For	For	For	Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky, and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Strategic Education, Inc.	04/24/2024	Management	8	Elect Director Michael A. McRobbie	For	For	For	For	Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky, and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/24/2024	Management	9	Elect Director Benjamin E. Sasse	For	For	For	For	Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky, and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/24/2024	Management	10	Elect Director Robert S. Silberman	For	For	For	For	Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky, and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/24/2024	Management	11	Elect Director William J. Slocum	For	For	For	For	Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky, and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/24/2024	Management	12	Elect Director Michael J. Thawley	For	For	For	For	Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky, and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/24/2024	Management	13	Elect Director G. Thomas Waite, III	For	For	Against	Against	Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky, and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/24/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Strategic Education, Inc.	04/24/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Stratus Properties Inc.	05/09/2024	Management	1	Elect Director Charles W. Porter	For	For	For	For	A vote FOR the director nominees is warranted.
Stratus Properties Inc.	05/09/2024	Management	2	Elect Director Neville L. Rhone, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Stratus Properties Inc.	05/09/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Stratus Properties Inc.	05/09/2024	Management	4	Ratify CohnReznick LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Summit Materials, Inc.	01/11/2024	Management	1	Issue Shares in Connection with an Acquisition	For	For	For	For	Votes FOR the proposal to issue common shares (Item 1) and the proposal to issue one preferred share (Item 2) are warranted given the sound strategic rationale and the expected financial benefits of the transaction.
Summit Materials, Inc.	01/11/2024	Management	2	Issue Shares in Connection with an Acquisition	For	For	For	For	Votes FOR the proposal to issue common shares (Item 1) and the proposal to issue one preferred share (Item 2) are warranted given the sound strategic rationale and the expected financial benefits of the transaction.
Summit Materials, Inc.	01/11/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the other ballot items merit shareholder support.
Summit Materials, Inc.	05/21/2024	Management	1	Elect Director Juan Esteban Calle	For	For	For	For	WITHHOLD votes for Jorge Mario Velasquez Jaramillo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/21/2024	Management	2	Elect Director Joseph S. Cantie	For	For	For	For	WITHHOLD votes for Jorge Mario Velasquez Jaramillo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/21/2024	Management	3	Elect Director Anne M. Cooney	For	For	For	For	WITHHOLD votes for Jorge Mario Velasquez Jaramillo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/21/2024	Management	4	Elect Director Susan A. Ellerbusch	For	For	For	For	WITHHOLD votes for Jorge Mario Velasquez Jaramillo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/21/2024	Management	5	Elect Director Howard L. Lance	For	For	For	For	WITHHOLD votes for Jorge Mario Velasquez Jaramillo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Summit Materials, Inc.	05/21/2024	Management	6	Elect Director Irene Moshouris	For	For	For	For	WITHHOLD votes for Jorge Mario Velasquez Jaramillo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/21/2024	Management	7	Elect Director Anne P. Noonan	For	For	For	For	WITHHOLD votes for Jorge Mario Velasquez Jaramillo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/21/2024	Management	8	Elect Director Tamla D. Oates-Forney	For	For	For	For	WITHHOLD votes for Jorge Mario Velasquez Jaramillo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/21/2024	Management	9	Elect Director Jorge Mario Velasquez	For	For	Withhold	Withhold	WITHHOLD votes for Jorge Mario Velasquez Jaramillo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/21/2024	Management	10	Elect Director Anne K. Wade	For	For	For	For	WITHHOLD votes for Jorge Mario Velasquez Jaramillo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/21/2024	Management	11	Elect Director Steven H. Wunning	For	For	For	For	WITHHOLD votes for Jorge Mario Velasquez Jaramillo are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/21/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Summit Materials, Inc.	05/21/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sun Country Airlines Holdings, Inc.	06/12/2024	Management	1	Elect Director Jude Bricker	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Kerry Philipovitch given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Sun Country Airlines Holdings, Inc.	06/12/2024	Management	2	Elect Director Dave Davis	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Kerry Philipovitch given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Sun Country Airlines Holdings, Inc.	06/12/2024	Management	3	Elect Director Kerry Philipovitch	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Kerry Philipovitch given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Sun Country Airlines Holdings, Inc.	06/12/2024	Management	4	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sun Country Airlines Holdings, Inc.	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Sun Country Airlines Holdings, Inc.	06/12/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
SunCoke Energy, Inc.	05/16/2024	Management	1	Elect Director Ralph M. Della Ratta, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
SunCoke Energy, Inc.	05/16/2024	Management	2	Elect Director Susan R. Landahl	For	For	For	For	A vote FOR all director nominees is warranted.
SunCoke Energy, Inc.	05/16/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SunCoke Energy, Inc.	05/16/2024	Management	4	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SunCoke Energy, Inc.	05/16/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Superior Group of Companies, Inc.	05/09/2024	Management	1	Elect Director Michael Benstock	For	For	For	For	Votes AGAINST incumbent Audit Committee members Paul Mellini and Venita Fields are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST Paul Mellini are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members Paul Mellini and Todd Siegel are warranted in light of the company's problematic compensation practices, including the modified single trigger and excise tax gross-up provisions in change-in-control agreements, purely time-vesting equity awards, and the excessive miscellaneous perquisites provided to the CEO. A vote FOR the remaining director nominees is warranted.
Superior Group of Companies, Inc.	05/09/2024	Management	2	Elect Director Paul Mellini	For	Against	Against	Against	Votes AGAINST incumbent Audit Committee members Paul Mellini and Venita Fields are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST Paul Mellini are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members Paul Mellini and Todd Siegel are warranted in light of the company's problematic compensation practices, including the modified single trigger and excise tax gross-up provisions in change-in-control agreements, purely time-vesting equity awards, and the excessive miscellaneous perquisites provided to the CEO. A vote FOR the remaining director nominees is warranted.
Superior Group of Companies, Inc.	05/09/2024	Management	3	Elect Director Todd Siegel	For	For	Against	Against	Votes AGAINST incumbent Audit Committee members Paul Mellini and Venita Fields are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST Paul Mellini are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members Paul Mellini and Todd Siegel are warranted in light of the company's problematic compensation practices, including the modified single trigger and excise tax gross-up provisions in change-in-control agreements, purely time-vesting equity awards, and the excessive miscellaneous perquisites provided to the CEO. A vote FOR the remaining director nominees is warranted.
Superior Group of Companies, Inc.	05/09/2024	Management	4	Elect Director Venita Fields	For	Against	Against	Against	Votes AGAINST incumbent Audit Committee members Paul Mellini and Venita Fields are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST Paul Mellini are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members Paul Mellini and Todd Siegel are warranted in light of the company's problematic compensation practices, including the modified single trigger and excise tax gross-up provisions in change-in-control agreements, purely time-vesting equity awards, and the excessive miscellaneous perquisites provided to the CEO. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Superior Group of Companies, Inc.	05/09/2024	Management	5	Elect Director Andrew D. Demott, Jr.	For	For	For	For	Votes AGAINST incumbent Audit Committee members Paul Mellini and Venita Fields are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST Paul Mellini are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members Paul Mellini and Todd Siegel are warranted in light of the company's problematic compensation practices, including the modified single trigger and excise tax gross-up provisions in change-in-control agreements, purely time-vesting equity awards, and the excessive miscellaneous perquisites provided to the CEO. A vote FOR the remaining director nominees is warranted.
Superior Group of Companies, Inc.	05/09/2024	Management	6	Elect Director Susan Lattmann	For	For	For	For	Votes AGAINST incumbent Audit Committee members Paul Mellini and Venita Fields are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST Paul Mellini are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members Paul Mellini and Todd Siegel are warranted in light of the company's problematic compensation practices, including the modified single trigger and excise tax gross-up provisions in change-in-control agreements, purely time-vesting equity awards, and the excessive miscellaneous perquisites provided to the CEO. A vote FOR the remaining director nominees is warranted.
Superior Group of Companies, Inc.	05/09/2024	Management	7	Elect Director Loreen Spencer	For	For	For	For	Votes AGAINST incumbent Audit Committee members Paul Mellini and Venita Fields are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST Paul Mellini are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members Paul Mellini and Todd Siegel are warranted in light of the company's problematic compensation practices, including the modified single trigger and excise tax gross-up provisions in change-in-control agreements, purely time-vesting equity awards, and the excessive miscellaneous perquisites provided to the CEO. A vote FOR the remaining director nominees is warranted.
Superior Group of Companies, Inc.	05/09/2024	Management	8	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Supernus Pharmaceuticals, Inc.	06/14/2024	Management	1	Elect Director Georges Gemayel	For	For	For	For	WITHHOLD votes for non-independent nominee are warranted for lack of a majority independent board.
Supernus Pharmaceuticals, Inc.	06/14/2024	Management	2	Elect Director Bethany L. Sensenig	For	For	For	For	WITHHOLD votes for non-independent nominee are warranted for lack of a majority independent board.
Supernus Pharmaceuticals, Inc.	06/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Supernus Pharmaceuticals, Inc.	06/14/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Supernus Pharmaceuticals, Inc.	06/14/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.98 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Surgery Partners, Inc.	06/06/2024	Management	1	Elect Director Clifford G. Adlerz	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Blair Hendrix given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Surgery Partners, Inc.	06/06/2024	Management	2	Elect Director J. Eric Evans	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Blair Hendrix given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Surgery Partners, Inc.	06/06/2024	Management	3	Elect Director Blair E. Hendrix	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Blair Hendrix given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Surgery Partners, Inc.	06/06/2024	Management	4	Elect Director Andrew T. Kaplan	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Blair Hendrix given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Surgery Partners, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Surgery Partners, Inc.	06/06/2024	Management	6	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Surgery Partners, Inc.	06/06/2024	Management	7	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Surmodics, Inc.	02/08/2024	Management	1	Elect Director David R. Dantzker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee David Dantzker are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominee David Dantzker are warranted for lack of a two-thirds majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Lisa Wiperman Heine is warranted.
Surmodics, Inc.	02/08/2024	Management	2	Elect Director Lisa Wiperman Heine	For	For	For	For	WITHHOLD votes for non-independent nominee David Dantzker are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominee David Dantzker are warranted for lack of a two-thirds majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Lisa Wiperman Heine is warranted.
Surmodics, Inc.	02/08/2024	Management	3	Fix Number of Directors at Six	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.
Surmodics, Inc.	02/08/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Surmodics, Inc.	02/08/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Sutro Biopharma, Inc.	06/06/2024	Management	1	Elect Director Joseph M. Lobacki	For	For	For	For	WITHHOLD votes are warranted for Daniel Petree for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee member Daniel Petree given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Joseph Lobacki is warranted.
Sutro Biopharma, Inc.	06/06/2024	Management	2	Elect Director Daniel H. Petree	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Daniel Petree for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee member Daniel Petree given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Joseph Lobacki is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sutro Biopharma, Inc.	06/06/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sutro Biopharma, Inc.	06/06/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Sutro Biopharma, Inc.	06/06/2024	Management	5	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Sweetgreen, Inc.	06/13/2024	Management	1	Elect Director Neil Blumenthal	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Neil Blumenthal for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for Governance Committee chair Valerie Jarrett given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Valerie Jarrett, Julie Bornstein, and Youngme Moon for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Jonathan (Jon) Neman, Nicolas Jammet, and Nathaniel Ru as their collective ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sweetgreen, Inc.	06/13/2024	Management	2	Elect Director Julie Bornstein	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Neil Blumenthal for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for Governance Committee chair Valerie Jarrett given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Valerie Jarrett, Julie Bornstein, and Youngme Moon for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Jonathan (Jon) Neman, Nicolas Jammet, and Nathaniel Ru as their collective ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sweetgreen, Inc.	06/13/2024	Management	3	Elect Director Cliff Burrows	For	For	For	For	WITHHOLD votes are warranted for Neil Blumenthal for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for Governance Committee chair Valerie Jarrett given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Valerie Jarrett, Julie Bornstein, and Youngme Moon for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Jonathan (Jon) Neman, Nicolas Jammet, and Nathaniel Ru as their collective ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sweetgreen, Inc.	06/13/2024	Management	4	Elect Director Nicolas Jammet	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Neil Blumenthal for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for Governance Committee chair Valerie Jarrett given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Valerie Jarrett, Julie Bornstein, and Youngme Moon for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Jonathan (Jon) Neman, Nicolas Jammet, and Nathaniel Ru as their collective ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sweetgreen, Inc.	06/13/2024	Management	5	Elect Director Valerie Jarrett	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Neil Blumenthal for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for Governance Committee chair Valerie Jarrett given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Valerie Jarrett, Julie Bornstein, and Youngme Moon for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Jonathan (Jon) Neman, Nicolas Jammet, and Nathaniel Ru as their collective ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sweetgreen, Inc.	06/13/2024	Management	6	Elect Director Youngme Moon	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Neil Blumenthal for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for Governance Committee chair Valerie Jarrett given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Valerie Jarrett, Julie Bornstein, and Youngme Moon for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Jonathan (Jon) Neman, Nicolas Jammet, and Nathaniel Ru as their collective ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sweetgreen, Inc.	06/13/2024	Management	7	Elect Director Jonathan Neman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Neil Blumenthal for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for Governance Committee chair Valerie Jarrett given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Valerie Jarrett, Julie Bornstein, and Youngme Moon for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Jonathan (Jon) Neman, Nicolas Jammet, and Nathaniel Ru as their collective ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sweetgreen, Inc.	06/13/2024	Management	8	Elect Director Nathaniel Ru	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Neil Blumenthal for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for Governance Committee chair Valerie Jarrett given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Valerie Jarrett, Julie Bornstein, and Youngme Moon for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Jonathan (Jon) Neman, Nicolas Jammet, and Nathaniel Ru as their collective ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sweetgreen, Inc.	06/13/2024	Management	9	Elect Director Bradley Singer	For	For	For	For	WITHHOLD votes are warranted for Neil Blumenthal for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for Governance Committee chair Valerie Jarrett given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Valerie Jarrett, Julie Bornstein, and Youngme Moon for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Jonathan (Jon) Neman, Nicolas Jammet, and Nathaniel Ru as their collective ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Sweetgreen, Inc.	06/13/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sweetgreen, Inc.	06/13/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Sylvamo Corporation	05/16/2024	Management	1	Elect Director Jean-Michel Ribieras	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/16/2024	Management	2	Elect Director Stan Askren	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/16/2024	Management	3	Elect Director Christine S. Breves	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/16/2024	Management	4	Elect Director Jeanmarie Desmond	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/16/2024	Management	5	Elect Director Liz Gottung	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/16/2024	Management	6	Elect Director Joia M. Johnson	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/16/2024	Management	7	Elect Director Karl L. Meyers	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/16/2024	Management	8	Elect Director David Petratis	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/16/2024	Management	9	Elect Director J. Paul Rollinson	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/16/2024	Management	10	Elect Director Mark W. Wilde	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/16/2024	Management	11	Elect Director James P. Zallie	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/16/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Sylvamo Corporation	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Sylvamo Corporation	05/16/2024	Management	14	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Synchronoss Technologies, Inc.	06/05/2024	Management	1	Elect Director Stephen G. Waldis	For	For	For	For	A vote FOR the director nominees is warranted.
Synchronoss Technologies, Inc.	06/05/2024	Management	2	Elect Director Mohan S. Gyani	For	For	For	For	A vote FOR the director nominees is warranted.
Synchronoss Technologies, Inc.	06/05/2024	Management	3	Elect Director Kevin M. Rendino	For	For	For	For	A vote FOR the director nominees is warranted.
Synchronoss Technologies, Inc.	06/05/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Synchronoss Technologies, Inc.	06/05/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Synchronoss Technologies, Inc.	06/05/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 23.68 percent is excessive. * The plan administrator may provide loans to officers for the exercise of awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Synovus Financial Corp.	04/24/2024	Management	1	Elect Director Stacy Apter	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	2	Elect Director Tim E. Bentsen	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	3	Elect Director Kevin S. Blair	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	4	Elect Director Pedro Cherry	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	5	Elect Director John H. Irby	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	6	Elect Director Diana M. Murphy	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	7	Elect Director Harris Pastides	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	8	Elect Director John L. Stallworth	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	9	Elect Director Barry L. Storey	For	For	Against	Against	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	10	Elect Director Alexandra Villoch	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	11	Elect Director Teresa White	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Synovus Financial Corp.	04/24/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tactile Systems Technology, Inc.	05/08/2024	Management	1	Elect Director William W. Burke	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2024	Management	2	Elect Director Valerie L. Asbury	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2024	Management	3	Elect Director Sheri L. Dodd	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2024	Management	4	Elect Director Raymond O. Huggenberger	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2024	Management	5	Elect Director Daniel L. Reuvers	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2024	Management	6	Elect Director D. Brent Shafer	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2024	Management	7	Elect Director Carmen B. Volkart	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2024	Management	8	Elect Director B. Vindell Washington	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2024	Management	9	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tactile Systems Technology, Inc.	05/08/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tactile Systems Technology, Inc.	05/08/2024	Management	11	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Talos Energy Inc.	05/23/2024	Management	1	Elect Director Neal P. Goldman	For	For	For	For	A vote FOR all director nominees is warranted.
Talos Energy Inc.	05/23/2024	Management	2	Elect Director Paula R. Glover	For	For	For	For	A vote FOR all director nominees is warranted.
Talos Energy Inc.	05/23/2024	Management	3	Elect Director Joseph A. Mills	For	For	For	For	A vote FOR all director nominees is warranted.
Talos Energy Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Talos Energy Inc.	05/23/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Talos Energy Inc.	05/23/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Talos Energy Inc.	05/23/2024	Management	7	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Tandem Diabetes Care, Inc.	05/22/2024	Management	1	Elect Director Rebecca Robertson	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	2	Elect Director Dick Allen	For	For	Against	Against	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	3	Elect Director Myoungil Cha	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	4	Elect Director Peyton Howell	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	5	Elect Director Joao Malagueira	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	6	Elect Director Kathleen McGroddy-Goetz	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	7	Elect Director John Sheridan	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	8	Elect Director Rajwant Sodhi	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	9	Elect Director Christopher Twomey	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	10	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Tandem Diabetes Care, Inc.	05/22/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards.
Tandem Diabetes Care, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tandem Diabetes Care, Inc.	05/22/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tango Therapeutics, Inc.	06/05/2024	Management	1	Elect Director Alexis Borisy	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Alexis Borisy and Barbara Weber given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR John Ketchum is warranted.
Tango Therapeutics, Inc.	06/05/2024	Management	2	Elect Director John Ketchum	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Alexis Borisy and Barbara Weber given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR John Ketchum is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tango Therapeutics, Inc.	06/05/2024	Management	3	Elect Director Barbara Weber	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Alexis Borisy and Barbara Weber given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR John Ketchum is warranted.
Tango Therapeutics, Inc.	06/05/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Tango Therapeutics, Inc.	06/05/2024	Management	5	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Taro Pharmaceutical Industries Ltd.	05/22/2024	Management	1	Approve Merger Agreement	For	For	For	For	Cautionary support FOR the transaction is warranted. When factoring in that there is no material evidence of a turnaround, litigation liabilities might be higher than reflected in the balance sheet, management is not willing to do buybacks even if trading at a zero or negative EV, and investors have no say on how to or who runs the company, the offer seems to strike of reasonable balance between risk and reward.
Taro Pharmaceutical Industries Ltd.	05/22/2024	Management	2	Vote FOR if you are NOT a controlling shareholder and do NOT have a personal interest in one or several resolutions, as indicated in the proxy card; otherwise, vote AGAINST. If you vote AGAINST, please provide an explanation to your account manager	None	Refer	Refer	For	Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will be disqualified.
Tarsus Pharmaceuticals, Inc.	06/13/2024	Management	1	Elect Director Bhaskar Chaudhuri	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Bhaskar Chaudhuri and William Link given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Tarsus Pharmaceuticals, Inc.	06/13/2024	Management	2	Elect Director William J. Link	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Bhaskar Chaudhuri and William Link given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Tarsus Pharmaceuticals, Inc.	06/13/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Taylor Morrison Home Corporation	05/23/2024	Management	1	Elect Director Peter Lane	For	For	Against	Against	Votes AGAINST Peter Lane are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/23/2024	Management	2	Elect Director William H. Lyon	For	For	For	For	Votes AGAINST Peter Lane are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/23/2024	Management	3	Elect Director Anne L. Mariucci	For	For	For	For	Votes AGAINST Peter Lane are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/23/2024	Management	4	Elect Director David C. Merritt	For	For	For	For	Votes AGAINST Peter Lane are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/23/2024	Management	5	Elect Director Andrea (Andi) Owen	For	For	For	For	Votes AGAINST Peter Lane are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/23/2024	Management	6	Elect Director Sheryl D. Palmer	For	For	For	For	Votes AGAINST Peter Lane are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/23/2024	Management	7	Elect Director Denise F. Warren	For	For	For	For	Votes AGAINST Peter Lane are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/23/2024	Management	8	Elect Director Christopher Yip	For	For	For	For	Votes AGAINST Peter Lane are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Taylor Morrison Home Corporation	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Taylor Morrison Home Corporation	05/23/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
TechnipFMC plc	04/26/2024	Management	1	Elect Director Douglas J. Pferdehirt	For	For	For	For	A vote FOR the director nominee is warranted.
TechnipFMC plc	04/26/2024	Management	2	Elect Director Claire S. Farley	For	For	For	For	A vote FOR the director nominee is warranted.
TechnipFMC plc	04/26/2024	Management	3	Elect Director Eleazar de Carvalho Filho	For	For	For	For	A vote FOR the director nominee is warranted.
TechnipFMC plc	04/26/2024	Management	4	Elect Director Robert G. Gwin	For	For	For	For	A vote FOR the director nominee is warranted.
TechnipFMC plc	04/26/2024	Management	5	Elect Director John O'Leary	For	For	For	For	A vote FOR the director nominee is warranted.
TechnipFMC plc	04/26/2024	Management	6	Elect Director Margareth Ovrum	For	For	For	For	A vote FOR the director nominee is warranted.
TechnipFMC plc	04/26/2024	Management	7	Elect Director Kay G. Priestly	For	For	For	For	A vote FOR the director nominee is warranted.
TechnipFMC plc	04/26/2024	Management	8	Elect Director John Yearwood	For	For	For	For	A vote FOR the director nominee is warranted.
TechnipFMC plc	04/26/2024	Management	9	Elect Director Sophie Zurquiyah	For	For	For	For	A vote FOR the director nominee is warranted.
TechnipFMC plc	04/26/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
TechnipFMC plc	04/26/2024	Management	11	Approve Directors' Remuneration Report	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
TechnipFMC plc	04/26/2024	Management	12	Approve Remuneration Policy	For	For	For	For	A vote FOR this proposal is warranted. The remuneration policy is being submitted in accordance with U.K. regulation, where the company is incorporated. Although some features of the remuneration policy do not align with market practice for U.K.-listed companies, they are consistent with U.S. practice.
TechnipFMC plc	04/26/2024	Management	13	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
TechnipFMC plc	04/26/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
TechnipFMC plc	04/26/2024	Management	15	Reappoint PricewaterhouseCoopers LLP as U.K. Statutory Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
TechnipFMC plc	04/26/2024	Management	16	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this resolution is warranted as no significant concerns have been identified.
TechnipFMC plc	04/26/2024	Management	17	Authorize Share Repurchase Program	For	For	For	For	A vote FOR this proposal is warranted, as no particular concerns have been identified with this year's request or the company's past repurchase activity.
TechnipFMC plc	04/26/2024	Management	18	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts are not within recommended limits.
TechnipFMC plc	04/26/2024	Management	19	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts are not within recommended limits.
TechTarget, Inc.	06/04/2024	Management	1	Elect Director Robert D. Burke	For	For	Against	Against	Votes AGAINST non-independent nominee Robert Burke are warranted for lack of a majority independent board. Votes AGAINST Robert Burke are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Bruce Levenson are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
TechTarget, Inc.	06/04/2024	Management	2	Elect Director Bruce Levenson	For	For	Against	Against	Votes AGAINST non-independent nominee Robert Burke are warranted for lack of a majority independent board. Votes AGAINST Robert Burke are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Bruce Levenson are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
TechTarget, Inc.	06/04/2024	Management	3	Ratify Stowe & Degon, LLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
TechTarget, Inc.	06/04/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. Concerns are also raised with regards to the inordinate amount of financial planning perquisites provided to the CEO, the auto-accelerated vesting of equity awards upon a change-in-control event, the company's lack of risk-mitigating provisions, and the lack of performance metrics for long-term awards granted in the most recent fiscal year.
Teekay Corporation	06/03/2024	Management	1	Elect Director Kenneth Hvid	For	Withhold	Withhold	Withhold	WITHHOLD votes for Kenneth Hvid are warranted for serving as a non-independent member of a key board committee. A vote FOR remaining director nominee Alan Semple is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Teekay Corporation	06/03/2024	Management	2	Elect Director Alan Semple	For	For	For	For	WITHHOLD votes for Kenneth Hvid are warranted for serving as a non-independent member of a key board committee. A vote FOR remaining director nominee Alan Semple is warranted.
Teekay Corporation	06/03/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Teekay Tankers Ltd.	06/03/2024	Management	1	Elect Director Kenneth Hvid	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Hvid and Richard du Moulin are warranted due to the company's lack of a formal compensation committee. WITHHOLD votes for Richard du Moulin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chairman Richard du Moulin are warranted for failing to establish gender diversity on the board. WITHHOLD votes for Peter Antturi are warranted due to unclear and insufficient attendance disclosure and potentially poor attendance. A vote FOR the remaining director nominees is warranted.
Teekay Tankers Ltd.	06/03/2024	Management	2	Elect Director Sai W. Chu	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Hvid and Richard du Moulin are warranted due to the company's lack of a formal compensation committee. WITHHOLD votes for Richard du Moulin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chairman Richard du Moulin are warranted for failing to establish gender diversity on the board. WITHHOLD votes for Peter Antturi are warranted due to unclear and insufficient attendance disclosure and potentially poor attendance. A vote FOR the remaining director nominees is warranted.
Teekay Tankers Ltd.	06/03/2024	Management	3	Elect Director Richard T. du Moulin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Hvid and Richard du Moulin are warranted due to the company's lack of a formal compensation committee. WITHHOLD votes for Richard du Moulin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chairman Richard du Moulin are warranted for failing to establish gender diversity on the board. WITHHOLD votes for Peter Antturi are warranted due to unclear and insufficient attendance disclosure and potentially poor attendance. A vote FOR the remaining director nominees is warranted.
Teekay Tankers Ltd.	06/03/2024	Management	4	Elect Director David Schellenberg	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Hvid and Richard du Moulin are warranted due to the company's lack of a formal compensation committee. WITHHOLD votes for Richard du Moulin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chairman Richard du Moulin are warranted for failing to establish gender diversity on the board. WITHHOLD votes for Peter Antturi are warranted due to unclear and insufficient attendance disclosure and potentially poor attendance. A vote FOR the remaining director nominees is warranted.
Teekay Tankers Ltd.	06/03/2024	Management	5	Elect Director Peter Antturi	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Hvid and Richard du Moulin are warranted due to the company's lack of a formal compensation committee. WITHHOLD votes for Richard du Moulin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chairman Richard du Moulin are warranted for failing to establish gender diversity on the board. WITHHOLD votes for Peter Antturi are warranted due to unclear and insufficient attendance disclosure and potentially poor attendance. A vote FOR the remaining director nominees is warranted.
Teekay Tankers Ltd.	06/03/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TEGNA Inc.	04/24/2024	Management	1	Elect Director Gina L. Bianchini	For	For	For	For	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TEGNA Inc.	04/24/2024	Management	2	Elect Director Howard D. Elias	For	For	Against	Against	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	04/24/2024	Management	3	Elect Director Stuart J. Epstein	For	For	For	For	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	04/24/2024	Management	4	Elect Director Karen H. Grimes	For	For	For	For	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	04/24/2024	Management	5	Elect Director David T. Lougee	For	For	For	For	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	04/24/2024	Management	6	Elect Director Scott K. McCune	For	For	Against	Against	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	04/24/2024	Management	7	Elect Director Henry W. McGee	For	For	For	For	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	04/24/2024	Management	8	Elect Director Neal B. Shapiro	For	For	Against	Against	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	04/24/2024	Management	9	Elect Director Melinda C. Witmer	For	For	For	For	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	04/24/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
TEGNA Inc.	04/24/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
TEGNA Inc.	04/24/2024	Management	12	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholders' rights.
TEGNA Inc.	04/24/2024	Management	13	Amend Certificate of Incorporation to Allow the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
TEGNA Inc.	04/24/2024	Shareholder	14	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this item is warranted. While the company's current severance arrangements are within market practice, the implementation of a policy like the one described in the proposal would meaningfully mitigate the risk of cash severance payments that are excessive or not in line with market norms. Further, the proposal applies only to new or renewed severance arrangements.
Tejon Ranch Co.	05/14/2024	Management	1	Elect Director Steven A. Betts	For	For	For	For	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Michael Winer for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tejon Ranch Co.	05/14/2024	Management	2	Elect Director Gregory S. Bielli	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Michael Winer for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Tejon Ranch Co.	05/14/2024	Management	3	Elect Director Anthony L. Leggio	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Michael Winer for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Tejon Ranch Co.	05/14/2024	Management	4	Elect Director Norman J. Metcalfe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Michael Winer for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Tejon Ranch Co.	05/14/2024	Management	5	Elect Director Rhea Frawn Morgan	For	For	For	For	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Michael Winer for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Tejon Ranch Co.	05/14/2024	Management	6	Elect Director Geoffrey L. Stack	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Michael Winer for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Tejon Ranch Co.	05/14/2024	Management	7	Elect Director Daniel R. Tisch	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Michael Winer for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tejon Ranch Co.	05/14/2024	Management	8	Elect Director Michael H. Winer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Michael Winer for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Tejon Ranch Co.	05/14/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Tejon Ranch Co.	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Telephone and Data Systems, Inc.	05/22/2024	Management	1	Elect Director Kimberly D. Dixon	For	For	For	For	WITHHOLD votes for non-independent nominee George Off are warranted for lack of a majority independent board. WITHHOLD votes for George Off are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Telephone and Data Systems, Inc.	05/22/2024	Management	2	Elect Director George W. Off	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee George Off are warranted for lack of a majority independent board. WITHHOLD votes for George Off are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Telephone and Data Systems, Inc.	05/22/2024	Management	3	Elect Director Wade Oosterman	For	For	For	For	WITHHOLD votes for non-independent nominee George Off are warranted for lack of a majority independent board. WITHHOLD votes for George Off are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Telephone and Data Systems, Inc.	05/22/2024	Management	4	Elect Director Dirk S. Woessner	For	For	For	For	WITHHOLD votes for non-independent nominee George Off are warranted for lack of a majority independent board. WITHHOLD votes for George Off are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Telephone and Data Systems, Inc.	05/22/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Telephone and Data Systems, Inc.	05/22/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Telephone and Data Systems, Inc.	05/22/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Telephone and Data Systems, Inc.	05/22/2024	Shareholder	8	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted as providing that all shares have an equal, one vote per share would promote accountability to shareholders and is a standard practice of good corporate governance.
Telos Corporation	05/21/2024	Management	1	Elect Director John B. Wood	For	For	For	For	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Telos Corporation	05/21/2024	Management	2	Elect Director David Borland	For	For	Withhold	Withhold	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Telos Corporation	05/21/2024	Management	3	Elect Director John W. Maluda	For	For	For	For	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Telos Corporation	05/21/2024	Management	4	Elect Director Bonnie L. Carroll	For	For	For	For	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Telos Corporation	05/21/2024	Management	5	Elect Director Derrick D. Dockery	For	For	For	For	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Telos Corporation	05/21/2024	Management	6	Elect Director Brad Jacobs	For	For	For	For	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Telos Corporation	05/21/2024	Management	7	Elect Director Fredrick D. Schaufeld	For	For	For	For	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Telos Corporation	05/21/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Telos Corporation	05/21/2024	Management	9	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 16.65 percent is excessive. In addition, the plan allows for single-trigger vesting of awards in the event of a change-in-control.
Telos Corporation	05/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tenet Healthcare Corporation	05/22/2024	Management	1	Elect Director Saumya Sutaria	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	2	Elect Director J. Robert Kerrey	For	For	Against	Against	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	3	Elect Director Vineeta Agarwala	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	4	Elect Director James L. Bierman	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	5	Elect Director Roy Blunt	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	6	Elect Director Richard W. Fisher	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	7	Elect Director Meghan M. FitzGerald	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	8	Elect Director Cecil D. Haney	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	9	Elect Director Christopher S. Lynch	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	10	Elect Director Richard J. Mark	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	11	Elect Director Tammy Romo	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	12	Elect Director Stephen H. Rusckowski	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	13	Elect Director Nadja Y. West	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Tenet Healthcare Corporation	05/22/2024	Management	15	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tenet Healthcare Corporation	05/22/2024	Shareholder	16	Report on Policies Regarding Patients' Right to Access Abortions in Emergencies	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare would allow shareholders to better assess how the company is managing such associated risks.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tenet Healthcare Corporation	05/22/2024	Shareholder	17	Report on Integrating ESG Metrics into Executive Compensation Program	Against	Against	For	For	A vote FOR this proposal is warranted, as incorporating ESG metrics into executive compensation considerations would serve to incentivize executives to ensure that company performance on environmental, social and governance considerations, alongside financial factors, is appropriately aligned with management's interests.
Tennant Company	05/01/2024	Management	1	Elect Director Azita Arvani	For	For	Against	Against	Votes AGAINST non-independent nominee Azita Arvani are warranted for lack of a majority independent board. Votes AGAINST Azita Arvani are also warranted for serving as a non-independent member of a key board committee. A vote FOR Timothy R. Morse is warranted.
Tennant Company	05/01/2024	Management	2	Elect Director Timothy R. Morse	For	For	For	For	Votes AGAINST non-independent nominee Azita Arvani are warranted for lack of a majority independent board. Votes AGAINST Azita Arvani are also warranted for serving as a non-independent member of a key board committee. A vote FOR Timothy R. Morse is warranted.
Tennant Company	05/01/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Tennant Company	05/01/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tennant Company	05/01/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Teradata Corporation	05/14/2024	Management	1	Elect Director Lisa R. Bacus	For	For	For	For	Votes AGAINST John Schwarz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradata Corporation	05/14/2024	Management	2	Elect Director Timothy C.K. Chou	For	For	For	For	Votes AGAINST John Schwarz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradata Corporation	05/14/2024	Management	3	Elect Director John G. Schwarz	For	For	Against	Against	Votes AGAINST John Schwarz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradata Corporation	05/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Teradata Corporation	05/14/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Teradata Corporation	05/14/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Terex Corporation	05/23/2024	Management	1	Elect Director Paula H. J. Cholmondeley	For	For	Against	Against	Votes AGAINST non-independent nominees David Sachs, Simon Meester, Paula Cholmondeley and Donald (Don) DeFosset Jr. are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley and Donald (Don) DeFosset Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/23/2024	Management	2	Elect Director Donald DeFosset	For	For	Against	Against	Votes AGAINST non-independent nominees David Sachs, Simon Meester, Paula Cholmondeley and Donald (Don) DeFosset Jr. are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley and Donald (Don) DeFosset Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/23/2024	Management	3	Elect Director Simon Meester	For	For	Against	Against	Votes AGAINST non-independent nominees David Sachs, Simon Meester, Paula Cholmondeley and Donald (Don) DeFosset Jr. are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley and Donald (Don) DeFosset Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Terex Corporation	05/23/2024	Management	4	Elect Director Sandie O'Connor	For	For	For	For	Votes AGAINST non-independent nominees David Sachs, Simon Meester, Paula Cholmondeley and Donald (Don) DeFosset Jr. are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley and Donald (Don) DeFosset Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/23/2024	Management	5	Elect Director Christopher Rossi	For	For	For	For	Votes AGAINST non-independent nominees David Sachs, Simon Meester, Paula Cholmondeley and Donald (Don) DeFosset Jr. are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley and Donald (Don) DeFosset Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/23/2024	Management	6	Elect Director Andra Rush	For	For	For	For	Votes AGAINST non-independent nominees David Sachs, Simon Meester, Paula Cholmondeley and Donald (Don) DeFosset Jr. are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley and Donald (Don) DeFosset Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/23/2024	Management	7	Elect Director David A. Sachs	For	For	Against	Against	Votes AGAINST non-independent nominees David Sachs, Simon Meester, Paula Cholmondeley and Donald (Don) DeFosset Jr. are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley and Donald (Don) DeFosset Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/23/2024	Management	8	Elect Director Seun Salami	For	For	For	For	Votes AGAINST non-independent nominees David Sachs, Simon Meester, Paula Cholmondeley and Donald (Don) DeFosset Jr. are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley and Donald (Don) DeFosset Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Terex Corporation	05/23/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Terns Pharmaceuticals, Inc.	06/10/2024	Management	1	Elect Director Jeffrey Kindler	For	Withhold	Withhold	Withhold	In the absence of Governance Committee members on ballot, WITHHOLD votes are warranted for incumbent director nominee Jeffrey (Jeff) Kindler given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Amy Burroughs is warranted.
Terns Pharmaceuticals, Inc.	06/10/2024	Management	2	Elect Director Amy Burroughs	For	For	For	For	In the absence of Governance Committee members on ballot, WITHHOLD votes are warranted for incumbent director nominee Jeffrey (Jeff) Kindler given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Amy Burroughs is warranted.
Terns Pharmaceuticals, Inc.	06/10/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Territorial Bancorp Inc.	05/16/2024	Management	1	Elect Director Allan S. Kitagawa	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Allan Kitagawa are warranted for lack of a majority independent board. A vote FOR John M. Ohama is warranted.
Territorial Bancorp Inc.	05/16/2024	Management	2	Elect Director John M. Ohama	For	For	For	For	WITHHOLD votes for non-independent nominee Allan Kitagawa are warranted for lack of a majority independent board. A vote FOR John M. Ohama is warranted.
Territorial Bancorp Inc.	05/16/2024	Management	3	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Territorial Bancorp Inc.	05/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tetra Tech, Inc.	02/29/2024	Management	1	Elect Director Dan L. Batrack	For	For	For	For	A vote FOR the director nominees is warranted.
Tetra Tech, Inc.	02/29/2024	Management	2	Elect Director Gary R. Birkenbeuel	For	For	For	For	A vote FOR the director nominees is warranted.
Tetra Tech, Inc.	02/29/2024	Management	3	Elect Director Prashant Gandhi	For	For	For	For	A vote FOR the director nominees is warranted.
Tetra Tech, Inc.	02/29/2024	Management	4	Elect Director Joanne M. Maguire	For	For	For	For	A vote FOR the director nominees is warranted.
Tetra Tech, Inc.	02/29/2024	Management	5	Elect Director Christiana Obiaya	For	For	For	For	A vote FOR the director nominees is warranted.
Tetra Tech, Inc.	02/29/2024	Management	6	Elect Director Kimberly E. Ritrievi	For	For	For	For	A vote FOR the director nominees is warranted.
Tetra Tech, Inc.	02/29/2024	Management	7	Elect Director Kirsten M. Volpi	For	For	For	For	A vote FOR the director nominees is warranted.
Tetra Tech, Inc.	02/29/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Tetra Tech, Inc.	02/29/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TETRA Technologies, Inc.	05/21/2024	Management	1	Elect Director Mark E. Baldwin	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/21/2024	Management	2	Elect Director Thomas R. Bates, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/21/2024	Management	3	Elect Director Christian A. Garcia	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/21/2024	Management	4	Elect Director John F. Glick	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/21/2024	Management	5	Elect Director Angela D. John	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/21/2024	Management	6	Elect Director Brady M. Murphy	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/21/2024	Management	7	Elect Director Sharon B. McGee	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/21/2024	Management	8	Elect Director Shawn D. Williams	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
TETRA Technologies, Inc.	05/21/2024	Management	10	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
TETRA Technologies, Inc.	05/21/2024	Shareholder	11	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
Texas Capital Bancshares, Inc.	04/16/2024	Management	1	Elect Director Paola M. Arbour	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/16/2024	Management	2	Elect Director Jonathan E. Baliff	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Texas Capital Bancshares, Inc.	04/16/2024	Management	3	Elect Director James H. Browning	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/16/2024	Management	4	Elect Director Rob C. Holmes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/16/2024	Management	5	Elect Director David S. Huntley	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/16/2024	Management	6	Elect Director Charles S. Hyle	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/16/2024	Management	7	Elect Director Thomas E. Long	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/16/2024	Management	8	Elect Director Elysia Holt Ragusa	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Texas Capital Bancshares, Inc.	04/16/2024	Management	9	Elect Director Steven P. Rosenberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/16/2024	Management	10	Elect Director Robert W. Stallings	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/16/2024	Management	11	Elect Director Dale W. Tremblay	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/16/2024	Management	12	Elect Director Laura L. Whitley	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven (Steve) Rosenberg, and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/16/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Texas Capital Bancshares, Inc.	04/16/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Texas Roadhouse, Inc.	05/16/2024	Management	1	Elect Director Jane Grote Abell	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	2	Elect Director Michael A. Crawford	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	3	Elect Director Donna E. Epps	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	4	Elect Director Wayne L. Jones	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	5	Elect Director Gregory N. Moore	For	For	Withhold	Withhold	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	6	Elect Director Gerald L. Morgan	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Texas Roadhouse, Inc.	05/16/2024	Management	7	Elect Director Curtis A. Warfield	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	8	Elect Director Kathleen M. Widmer	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	9	Elect Director James R. Zarley	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Texas Roadhouse, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Texas Roadhouse, Inc.	05/16/2024	Management	12	Eliminate Class B Common Stock	For	For	For	For	A vote FOR this proposal is warranted as it is primarily housekeeping in nature and would not diminish the rights of shareholders. All references to Class B shares are no longer necessary or applicable given that no Class B shares are outstanding.
Texas Roadhouse, Inc.	05/16/2024	Management	13	Amend Certificate of Incorporation to Limit the Personal Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Texas Roadhouse, Inc.	05/16/2024	Management	14	Reduce Ownership Threshold for Shareholders to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted as a reduction in the ownership threshold for shareholders to call a special meeting would represent an improvement to the current right.
Texas Roadhouse, Inc.	05/16/2024	Shareholder	15	Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional disclosure on its efforts to reduce greenhouse gas emissions.
Textainer Group Holdings Limited	02/22/2024	Management	1	Approve Merger Agreement	For	For	For	For	Shareholders are receiving a meaningful premium to TGH's all-time high, the sales process appears thorough, and the cash consideration provides liquidity and certainty of value. Moreover, there is a potential downside risk of non-approval. As such, support FOR the proposed transaction is warranted.
Textainer Group Holdings Limited	02/22/2024	Management	2	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
The Aaron's Company, Inc.	05/15/2024	Management	1	Elect Director Wangdali C. Bacdayan	For	For	For	For	A vote FOR the director nominees is warranted.
The Aaron's Company, Inc.	05/15/2024	Management	2	Elect Director Laura N. Bailey	For	For	For	For	A vote FOR the director nominees is warranted.
The Aaron's Company, Inc.	05/15/2024	Management	3	Elect Director Kelly H. Barrett	For	For	For	For	A vote FOR the director nominees is warranted.
The Aaron's Company, Inc.	05/15/2024	Management	4	Elect Director Walter G. Ehmer	For	For	For	For	A vote FOR the director nominees is warranted.
The Aaron's Company, Inc.	05/15/2024	Management	5	Elect Director Hubert L. Harris, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
The Aaron's Company, Inc.	05/15/2024	Management	6	Elect Director Timothy A. Johnson	For	For	For	For	A vote FOR the director nominees is warranted.
The Aaron's Company, Inc.	05/15/2024	Management	7	Elect Director Douglas A. Lindsay	For	For	For	For	A vote FOR the director nominees is warranted.
The Aaron's Company, Inc.	05/15/2024	Management	8	Elect Director Kristine K. Malkoski	For	For	For	For	A vote FOR the director nominees is warranted.
The Aaron's Company, Inc.	05/15/2024	Management	9	Elect Director Marvon P. Moore	For	For	For	For	A vote FOR the director nominees is warranted.
The Aaron's Company, Inc.	05/15/2024	Management	10	Elect Director John W. Robinson, III	For	For	For	For	A vote FOR the director nominees is warranted.
The Aaron's Company, Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Aaron's Company, Inc.	05/15/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Aaron's Company, Inc.	05/15/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Andersons, Inc.	05/09/2024	Management	1	Elect Director Patrick E. Bowe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Andersons, Inc.	05/09/2024	Management	2	Elect Director Gerard M. Anderson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/09/2024	Management	3	Elect Director Steven K. Campbell	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/09/2024	Management	4	Elect Director Gary A. Douglas	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/09/2024	Management	5	Elect Director Pamela S. Hershberger	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/09/2024	Management	6	Elect Director Catherine M. Kilbane	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/09/2024	Management	7	Elect Director Robert J. King, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/09/2024	Management	8	Elect Director Ross W. Manire	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/09/2024	Management	9	Elect Director John T. Stout, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Andersons, Inc.	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The Andersons, Inc.	05/09/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The AZEK Company Inc.	03/01/2024	Management	1	Elect Director Sallie B. Bailey	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	2	Elect Director Pamela Edwards	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	3	Elect Director Howard Heckes	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	4	Elect Director Gary Hendrickson	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	5	Elect Director Vernon J. Nagel	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	6	Elect Director Harmit Singh	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	7	Elect Director Jesse Singh	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	8	Elect Director Fiona Tan	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The AZEK Company Inc.	03/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives are primarily based on pre-set objective metrics, and equity awards are half performance-conditioned with performance measured over a multi-year period. However, CEO pay increased by 25 percent year-over-year, without specific rationale. This included a significant increase in the target opportunity of the CEO's equity awards, contributing to the misalignment between pay and performance for the year in review. Further, while closing cycle goals and actual results are disclosed, forward-looking goals for PSUs are not provided.
The Bancorp, Inc.	05/29/2024	Management	1	Elect Director Michael J. Bradley	For	For	Against	Against	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bancorp, Inc.	05/29/2024	Management	2	Elect Director Matthew N. Cohn	For	For	Against	Against	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bancorp, Inc.	05/29/2024	Management	3	Elect Director Cheryl D. Creuzot	For	For	For	For	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bancorp, Inc.	05/29/2024	Management	4	Elect Director Hersh Kozlov	For	For	Against	Against	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bancorp, Inc.	05/29/2024	Management	5	Elect Director Damian M. Kozlowski	For	For	Against	Against	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Bancorp, Inc.	05/29/2024	Management	6	Elect Director William H. Lamb	For	For	Against	Against	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bancorp, Inc.	05/29/2024	Management	7	Elect Director James J. McEntee, III	For	For	Against	Against	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bancorp, Inc.	05/29/2024	Management	8	Elect Director Daniela A. Mielke	For	For	For	For	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bancorp, Inc.	05/29/2024	Management	9	Elect Director Stephanie B. Mudick	For	For	For	For	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bancorp, Inc.	05/29/2024	Management	10	Elect Director Mark E. Tryniski	For	For	For	For	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bancorp, Inc.	05/29/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The Bancorp, Inc.	05/29/2024	Management	12	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
The Bancorp, Inc.	05/29/2024	Management	13	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Bank of N.T. Butterfield & Son Limited	05/08/2024	Management	1	Approve PricewaterhouseCoopers Ltd. as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Bank of N.T. Butterfield & Son Limited	05/08/2024	Management	2	Elect Director Michael Collins	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/08/2024	Management	3	Elect Director Alastair Barbour	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/08/2024	Management	4	Elect Director Sonia Baxendale	For	For	For	For	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Bank of N.T. Butterfield & Son Limited	05/08/2024	Management	5	Elect Director Mark Lynch	For	For	For	For	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/08/2024	Management	6	Elect Director Ingrid Pierce	For	For	For	For	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/08/2024	Management	7	Elect Director Jana Schreuder	For	For	For	For	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/08/2024	Management	8	Elect Director Michael Schrum	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/08/2024	Management	9	Elect Director John Wright	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/08/2024	Management	10	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	For	Against	Against	A vote AGAINST this general share issuance authorization is warranted because the potential share capital increase is deemed excessive.
The Boston Beer Company, Inc.	05/07/2024	Management	1	Elect Director Meghan V. Joyce	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board. WITHHOLD votes for Jean-Michel Valette are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Jean-Michel Valette and Meghan Joyce are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent Audit Committee members Meghan Joyce and Jean-Michel Valette are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cynthia L. Swanson is warranted.
The Boston Beer Company, Inc.	05/07/2024	Management	2	Elect Director Cynthia L. Swanson	For	For	For	For	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board. WITHHOLD votes for Jean-Michel Valette are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Jean-Michel Valette and Meghan Joyce are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent Audit Committee members Meghan Joyce and Jean-Michel Valette are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cynthia L. Swanson is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Boston Beer Company, Inc.	05/07/2024	Management	3	Elect Director Jean-Michel Valette	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board. WITHHOLD votes for Jean-Michel Valette are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Jean-Michel Valette and Meghan Joyce are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent Audit Committee members Meghan Joyce and Jean-Michel Valette are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cynthia L. Swanson is warranted.
The Boston Beer Company, Inc.	05/07/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The Brink's Company	05/02/2024	Management	1	Elect Director Kathie J. Andrade	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/02/2024	Management	2	Elect Director Paul G. Boynton	For	For	Against	Against	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/02/2024	Management	3	Elect Director Ian D. Clough	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/02/2024	Management	4	Elect Director Susan E. Docherty	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/02/2024	Management	5	Elect Director Mark Eubanks	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/02/2024	Management	6	Elect Director Michael J. Herling	For	For	Against	Against	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/02/2024	Management	7	Elect Director A. Louis Parker	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/02/2024	Management	8	Elect Director Timothy J. Tynan	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/02/2024	Management	9	Elect Director Keith R. Wyche	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/02/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Brink's Company	05/02/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Brink's Company	05/02/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Cato Corporation	05/23/2024	Management	1	Elect Director John P. D. Cato	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Cato and Bailey Patrick are warranted for lack of a majority independent board. WITHHOLD votes for Bailey Patrick are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Bailey Patrick due to the following reasons: * As a Nominating Committee member, for lack of racial and ethnic diversity on the board; and * As a Governance Committee member, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for John Cato as his ownership of the supervoting shares provides him voting power control of the company.
The Cato Corporation	05/23/2024	Management	2	Elect Director Bailey W. Patrick	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Cato and Bailey Patrick are warranted for lack of a majority independent board. WITHHOLD votes for Bailey Patrick are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Bailey Patrick due to the following reasons: * As a Nominating Committee member, for lack of racial and ethnic diversity on the board; and * As a Governance Committee member, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for John Cato as his ownership of the supervoting shares provides him voting power control of the company.
The Cato Corporation	05/23/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Cheesecake Factory Incorporated	05/30/2024	Management	1	Elect Director David Overton	For	For	Against	Against	Votes AGAINST non-independent nominees David Overton, Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are warranted for lack of a majority independent board. Votes AGAINST Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/30/2024	Management	2	Elect Director Edie A. Ames	For	For	For	For	Votes AGAINST non-independent nominees David Overton, Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are warranted for lack of a majority independent board. Votes AGAINST Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/30/2024	Management	3	Elect Director Alexander L. Cappello	For	For	Against	Against	Votes AGAINST non-independent nominees David Overton, Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are warranted for lack of a majority independent board. Votes AGAINST Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/30/2024	Management	4	Elect Director Khanh ("Connie") Collins	For	For	For	For	Votes AGAINST non-independent nominees David Overton, Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are warranted for lack of a majority independent board. Votes AGAINST Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/30/2024	Management	5	Elect Director Adam S. Gordon	For	For	For	For	Votes AGAINST non-independent nominees David Overton, Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are warranted for lack of a majority independent board. Votes AGAINST Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Cheesecake Factory Incorporated	05/30/2024	Management	6	Elect Director Jerome I. Kransdorf	For	For	Against	Against	Votes AGAINST non-independent nominees David Overton, Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are warranted for lack of a majority independent board. Votes AGAINST Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/30/2024	Management	7	Elect Director Janice L. Meyer	For	For	For	For	Votes AGAINST non-independent nominees David Overton, Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are warranted for lack of a majority independent board. Votes AGAINST Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/30/2024	Management	8	Elect Director Laurence B. Mindel	For	For	Against	Against	Votes AGAINST non-independent nominees David Overton, Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are warranted for lack of a majority independent board. Votes AGAINST Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/30/2024	Management	9	Elect Director David B. Pittaway	For	For	Against	Against	Votes AGAINST non-independent nominees David Overton, Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are warranted for lack of a majority independent board. Votes AGAINST Jerome Kransdorf, Alexander (Alex) Cappello, Laurence Mindel and David Pittaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/30/2024	Management	10	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
The Cheesecake Factory Incorporated	05/30/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Cheesecake Factory Incorporated	05/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The Chefs' Warehouse, Inc.	05/10/2024	Management	1	Elect Director Ivy Brown	For	For	For	For	Votes AGAINST Joseph (Joe) Cugine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/10/2024	Management	2	Elect Director Joseph Cugine	For	For	Against	Against	Votes AGAINST Joseph (Joe) Cugine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/10/2024	Management	3	Elect Director Steven F. Goldstone	For	For	For	For	Votes AGAINST Joseph (Joe) Cugine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/10/2024	Management	4	Elect Director Aylwin Lewis	For	For	For	For	Votes AGAINST Joseph (Joe) Cugine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/10/2024	Management	5	Elect Director Katherine Oliver	For	For	For	For	Votes AGAINST Joseph (Joe) Cugine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/10/2024	Management	6	Elect Director Lester Owens	For	For	For	For	Votes AGAINST Joseph (Joe) Cugine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/10/2024	Management	7	Elect Director Christopher Pappas	For	For	For	For	Votes AGAINST Joseph (Joe) Cugine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/10/2024	Management	8	Elect Director John Pappas	For	For	For	For	Votes AGAINST Joseph (Joe) Cugine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/10/2024	Management	9	Elect Director Richard N. Peretz	For	For	For	For	Votes AGAINST Joseph (Joe) Cugine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Chefs' Warehouse, Inc.	05/10/2024	Management	10	Elect Director Debra Walton-Ruskin	For	For	For	For	Votes AGAINST Joseph (Joe) Cugine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/10/2024	Management	11	Elect Director Wendy M. Weinstein	For	For	For	For	Votes AGAINST Joseph (Joe) Cugine are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/10/2024	Management	12	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Chefs' Warehouse, Inc.	05/10/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Chefs' Warehouse, Inc.	05/10/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Chemours Company	05/21/2024	Management	1	Elect Director Curtis V. Anastasio	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	2	Elect Director Alister Cowan	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	3	Elect Director Mary B. Cranston	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	4	Elect Director Denise Dignam	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	5	Elect Director Dawn L. Farrell	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	6	Elect Director Pamela F. Fletcher	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	7	Elect Director Erin N. Kane	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	8	Elect Director Sean D. Keohane	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	9	Elect Director Guillaume Pepy	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The Chemours Company	05/21/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Duckhorn Portfolio, Inc.	01/19/2024	Management	1	Elect Director Charles Esserman	For	Against	Against	Against	A vote AGAINST non-independent director nominee Charles Esserman is warranted for lack of a majority independent board. A vote AGAINST governance committee member Michelle Gloeckler is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Duckhorn Portfolio, Inc.	01/19/2024	Management	2	Elect Director Michelle Gloeckler	For	Against	Against	Against	A vote AGAINST non-independent director nominee Charles Esserman is warranted for lack of a majority independent board. A vote AGAINST governance committee member Michelle Gloeckler is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
The Duckhorn Portfolio, Inc.	01/19/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Duckhorn Portfolio, Inc.	01/19/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The E.W. Scripps Company	05/06/2024	Management	1	Elect Director Burton F. Jablin	For	For	For	For	WITHHOLD votes for non-independent nominee Kim Williams are warranted for lack of majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Kim Williams are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, which adversely impacts shareholder rights. WITHHOLD votes for incumbent Audit Committee member Kim Williams are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
The E.W. Scripps Company	05/06/2024	Management	2	Elect Director Nishat A. Mehta	For	For	For	For	WITHHOLD votes for non-independent nominee Kim Williams are warranted for lack of majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Kim Williams are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, which adversely impacts shareholder rights. WITHHOLD votes for incumbent Audit Committee member Kim Williams are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
The E.W. Scripps Company	05/06/2024	Management	3	Elect Director Kim Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Kim Williams are warranted for lack of majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Kim Williams are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, which adversely impacts shareholder rights. WITHHOLD votes for incumbent Audit Committee member Kim Williams are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
The Eastern Company	04/25/2024	Management	1	Elect Director Fredrick D. DiSanto	For	For	For	For	WITHHOLD votes for John Everets and Charles Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Eastern Company	04/25/2024	Management	2	Elect Director John W. Everets	For	For	Withhold	Withhold	WITHHOLD votes for John Everets and Charles Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Eastern Company	04/25/2024	Management	3	Elect Director Charles W. Henry	For	For	Withhold	Withhold	WITHHOLD votes for John Everets and Charles Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Eastern Company	04/25/2024	Management	4	Elect Director James A. Mitarotonda	For	For	For	For	WITHHOLD votes for John Everets and Charles Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Eastern Company	04/25/2024	Management	5	Elect Director Peggy B. Scott	For	For	For	For	WITHHOLD votes for John Everets and Charles Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Eastern Company	04/25/2024	Management	6	Elect Director Michael J. Mardy	For	For	For	For	WITHHOLD votes for John Everets and Charles Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Eastern Company	04/25/2024	Management	7	Elect Director Mark A. Hernandez	For	For	For	For	WITHHOLD votes for John Everets and Charles Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Eastern Company	04/25/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The Eastern Company	04/25/2024	Management	9	Ratify Fiondella, Milone & LaSaracina LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Ensign Group, Inc.	05/16/2024	Management	1	Elect Director Christopher R. Christensen	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Christensen and Daren Shaw are warranted for lack of a majority independent board. Votes AGAINST Daren Shaw are also warranted for serving as a non-independent member of a key board committee.
The Ensign Group, Inc.	05/16/2024	Management	2	Elect Director Daren J. Shaw	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Christensen and Daren Shaw are warranted for lack of a majority independent board. Votes AGAINST Daren Shaw are also warranted for serving as a non-independent member of a key board committee.
The Ensign Group, Inc.	05/16/2024	Management	3	Approve Increase in Size of Board from Eight to Nine	For	For	For	For	A vote FOR this proposal is warranted as there is no evidence suggesting that the proposal is an attempt to entrench current management.
The Ensign Group, Inc.	05/16/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Ensign Group, Inc.	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The First Bancorp, Inc.	04/24/2024	Management	1	Elect Director Robert B. Gregory	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Tindal, Tony McKim, Robert Gregory and Stuart Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Tindal and Stuart Smith are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Kimberly (Kim) Swan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/24/2024	Management	2	Elect Director Renee W. Kelly	For	For	For	For	WITHHOLD votes for non-independent nominees Bruce Tindal, Tony McKim, Robert Gregory and Stuart Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Tindal and Stuart Smith are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Kimberly (Kim) Swan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/24/2024	Management	3	Elect Director Tony C. McKim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Tindal, Tony McKim, Robert Gregory and Stuart Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Tindal and Stuart Smith are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Kimberly (Kim) Swan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/24/2024	Management	4	Elect Director Cornelius J. Russell	For	For	For	For	WITHHOLD votes for non-independent nominees Bruce Tindal, Tony McKim, Robert Gregory and Stuart Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Tindal and Stuart Smith are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Kimberly (Kim) Swan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The First Bancorp, Inc.	04/24/2024	Management	5	Elect Director Stuart G. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Tindal, Tony McKim, Robert Gregory and Stuart Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Tindal and Stuart Smith are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Kimberly (Kim) Swan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/24/2024	Management	6	Elect Director Kimberly S. Swan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Tindal, Tony McKim, Robert Gregory and Stuart Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Tindal and Stuart Smith are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Kimberly (Kim) Swan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/24/2024	Management	7	Elect Director Bruce B. Tindal	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Tindal, Tony McKim, Robert Gregory and Stuart Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Tindal and Stuart Smith are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Kimberly (Kim) Swan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/24/2024	Management	8	Elect Director F. Stephen Ward	For	For	For	For	WITHHOLD votes for non-independent nominees Bruce Tindal, Tony McKim, Robert Gregory and Stuart Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Tindal and Stuart Smith are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Kimberly (Kim) Swan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/24/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The First Bancorp, Inc.	04/24/2024	Management	10	Ratify Berry Dunn McNeil & Parker, LLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The First Bancshares, Inc.	05/23/2024	Management	1	Elect Director David W. Bomboy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Ray (Hoppy) Cole Jr., Ted Parker, David Bomboy, E. Ricky Gibson, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg and Andrew (Andy) Stetelman are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker, David Bomboy, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg, and Andrew (Andy) Stetelman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Valencia Williamson are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/23/2024	Management	2	Elect Director M. Ray (Hoppy) Cole, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Ray (Hoppy) Cole Jr., Ted Parker, David Bomboy, E. Ricky Gibson, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg and Andrew (Andy) Stetelman are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker, David Bomboy, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg, and Andrew (Andy) Stetelman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Valencia Williamson are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The First Bancshares, Inc.	05/23/2024	Management	3	Elect Director E. Ricky Gibson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Ray (Hoppy) Cole Jr., Ted Parker, David Bomboy, E. Ricky Gibson, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg and Andrew (Andy) Stetelman are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker, David Bomboy, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg, and Andrew (Andy) Stetelman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Valencia Williamson are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/23/2024	Management	4	Elect Director Jonathan A. Levy	For	For	For	For	WITHHOLD votes for non-independent nominees M. Ray (Hoppy) Cole Jr., Ted Parker, David Bomboy, E. Ricky Gibson, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg and Andrew (Andy) Stetelman are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker, David Bomboy, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg, and Andrew (Andy) Stetelman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Valencia Williamson are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/23/2024	Management	5	Elect Director Charles R. Lightsey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Ray (Hoppy) Cole Jr., Ted Parker, David Bomboy, E. Ricky Gibson, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg and Andrew (Andy) Stetelman are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker, David Bomboy, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg, and Andrew (Andy) Stetelman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Valencia Williamson are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/23/2024	Management	6	Elect Director Fred A. McMurry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Ray (Hoppy) Cole Jr., Ted Parker, David Bomboy, E. Ricky Gibson, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg and Andrew (Andy) Stetelman are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker, David Bomboy, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg, and Andrew (Andy) Stetelman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Valencia Williamson are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/23/2024	Management	7	Elect Director Thomas E. Mitchell	For	For	For	For	WITHHOLD votes for non-independent nominees M. Ray (Hoppy) Cole Jr., Ted Parker, David Bomboy, E. Ricky Gibson, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg and Andrew (Andy) Stetelman are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker, David Bomboy, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg, and Andrew (Andy) Stetelman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Valencia Williamson are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The First Bancshares, Inc.	05/23/2024	Management	8	Elect Director Renee Moore	For	For	For	For	WITHHOLD votes for non-independent nominees M. Ray (Hoppy) Cole Jr., Ted Parker, David Bomboy, E. Ricky Gibson, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg and Andrew (Andy) Stetelman are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker, David Bomboy, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg, and Andrew (Andy) Stetelman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Valencia Williamson are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/23/2024	Management	9	Elect Director Ted E. Parker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Ray (Hoppy) Cole Jr., Ted Parker, David Bomboy, E. Ricky Gibson, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg and Andrew (Andy) Stetelman are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker, David Bomboy, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg, and Andrew (Andy) Stetelman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Valencia Williamson are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/23/2024	Management	10	Elect Director J. Douglas Seidenburg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Ray (Hoppy) Cole Jr., Ted Parker, David Bomboy, E. Ricky Gibson, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg and Andrew (Andy) Stetelman are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker, David Bomboy, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg, and Andrew (Andy) Stetelman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Valencia Williamson are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/23/2024	Management	11	Elect Director Andrew D. Stetelman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Ray (Hoppy) Cole Jr., Ted Parker, David Bomboy, E. Ricky Gibson, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg and Andrew (Andy) Stetelman are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker, David Bomboy, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg, and Andrew (Andy) Stetelman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Valencia Williamson are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/23/2024	Management	12	Elect Director Valencia M. Williamson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Ray (Hoppy) Cole Jr., Ted Parker, David Bomboy, E. Ricky Gibson, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg and Andrew (Andy) Stetelman are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker, David Bomboy, Charles Lightsey, Fred McMurry, J. Douglas (Doug) Seidenburg, and Andrew (Andy) Stetelman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Valencia Williamson are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a single-trigger change-in-control provision.



# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The First Bancshares, Inc.	05/23/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The First Bancshares, Inc.	05/23/2024	Management	15	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
The First of Long Island Corporation	04/16/2024	Management	1	Elect Director Paul T. Canarick	For	For	Withhold	Withhold	WITHHOLD votes for Paul Canarick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The First of Long Island Corporation	04/16/2024	Management	2	Elect Director Peter Quick	For	For	For	For	WITHHOLD votes for Paul Canarick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The First of Long Island Corporation	04/16/2024	Management	3	Elect Director Denise Strain	For	For	For	For	WITHHOLD votes for Paul Canarick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The First of Long Island Corporation	04/16/2024	Management	4	Elect Director Eric J. Tvetter	For	For	For	For	WITHHOLD votes for Paul Canarick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The First of Long Island Corporation	04/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The First of Long Island Corporation	04/16/2024	Management	6	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Goodyear Tire & Rubber Company	04/08/2024	Management	1	Elect Director Norma B. Clayton	For	For	For	For	Votes AGAINST James Firestone, Werner Geissler, and John McGlade are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Max Mitchell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/08/2024	Management	2	Elect Director James A. Firestone	For	For	Against	Against	Votes AGAINST James Firestone, Werner Geissler, and John McGlade are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Max Mitchell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/08/2024	Management	3	Elect Director Werner Geissler	For	For	Against	Against	Votes AGAINST James Firestone, Werner Geissler, and John McGlade are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Max Mitchell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/08/2024	Management	4	Elect Director Joseph R. Hinrichs	For	For	For	For	Votes AGAINST James Firestone, Werner Geissler, and John McGlade are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Max Mitchell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/08/2024	Management	5	Elect Director Laurette T. Koellner	For	For	For	For	Votes AGAINST James Firestone, Werner Geissler, and John McGlade are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Max Mitchell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/08/2024	Management	6	Elect Director Karla R. Lewis	For	For	For	For	Votes AGAINST James Firestone, Werner Geissler, and John McGlade are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Max Mitchell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/08/2024	Management	7	Elect Director Prashanth Mahendra-Rajah	For	For	For	For	Votes AGAINST James Firestone, Werner Geissler, and John McGlade are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Max Mitchell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Goodyear Tire & Rubber Company	04/08/2024	Management	8	Elect Director John E. McGlade	For	For	Against	Against	Votes AGAINST James Firestone, Werner Geissler, and John McGlade are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Max Mitchell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/08/2024	Management	9	Elect Director Max H. Mitchell	For	For	Against	Against	Votes AGAINST James Firestone, Werner Geissler, and John McGlade are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Max Mitchell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/08/2024	Management	10	Elect Director Hera K. Siu	For	For	For	For	Votes AGAINST James Firestone, Werner Geissler, and John McGlade are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Max Mitchell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/08/2024	Management	11	Elect Director Mark W. Stewart	For	For	For	For	Votes AGAINST James Firestone, Werner Geissler, and John McGlade are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Max Mitchell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/08/2024	Management	12	Elect Director Michael R. Wessel	For	For	For	For	Votes AGAINST James Firestone, Werner Geissler, and John McGlade are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Max Mitchell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/08/2024	Management	13	Elect Director Roger J. Wood	For	For	For	For	Votes AGAINST James Firestone, Werner Geissler, and John McGlade are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Max Mitchell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/08/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Goodyear Tire & Rubber Company	04/08/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Gorman-Rupp Company	04/25/2024	Management	1	Elect Director Donald H. Bullock, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Jeffrey Gorman, Scott King, M. Ann Harlan and Christopher Lake are warranted for lack of a majority independent board. WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/25/2024	Management	2	Elect Director Jeffrey S. Gorman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey Gorman, Scott King, M. Ann Harlan and Christopher Lake are warranted for lack of a majority independent board. WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/25/2024	Management	3	Elect Director M. Ann Harlan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey Gorman, Scott King, M. Ann Harlan and Christopher Lake are warranted for lack of a majority independent board. WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/25/2024	Management	4	Elect Director Scott A. King	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey Gorman, Scott King, M. Ann Harlan and Christopher Lake are warranted for lack of a majority independent board. WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Gorman-Rupp Company	04/25/2024	Management	5	Elect Director Christopher H. Lake	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey Gorman, Scott King, M. Ann Harlan and Christopher Lake are warranted for lack of a majority independent board. WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/25/2024	Management	6	Elect Director Sonja K. McClelland	For	For	For	For	WITHHOLD votes for non-independent nominees Jeffrey Gorman, Scott King, M. Ann Harlan and Christopher Lake are warranted for lack of a majority independent board. WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/25/2024	Management	7	Elect Director Vincent K. Petrella	For	For	For	For	WITHHOLD votes for non-independent nominees Jeffrey Gorman, Scott King, M. Ann Harlan and Christopher Lake are warranted for lack of a majority independent board. WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/25/2024	Management	8	Elect Director Kenneth R. Reynolds	For	For	For	For	WITHHOLD votes for non-independent nominees Jeffrey Gorman, Scott King, M. Ann Harlan and Christopher Lake are warranted for lack of a majority independent board. WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The Gorman-Rupp Company	04/25/2024	Management	10	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Gorman-Rupp Company	04/25/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Greenbrier Companies, Inc.	01/05/2024	Management	1	Elect Director Patrick J. Ottensmeyer	For	For	For	For	A vote FOR all director nominees is warranted.
The Greenbrier Companies, Inc.	01/05/2024	Management	2	Elect Director Lorie L. Tekorius	For	For	For	For	A vote FOR all director nominees is warranted.
The Greenbrier Companies, Inc.	01/05/2024	Management	3	Elect Director Kelly M. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
The Greenbrier Companies, Inc.	01/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Greenbrier Companies, Inc.	01/05/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Greenbrier Companies, Inc.	01/05/2024	Management	6	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	The board is not seeking additional shares for issuance under the ESPP. Rather, the proposed amendments would extend the term of the ESPP for an additional five years. Given that both the terms of the plan and proposed amendment are reasonable, a vote FOR this proposal is warranted.
The Greenbrier Companies, Inc.	01/05/2024	Management	7	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Hackett Group, Inc.	05/02/2024	Management	1	Elect Director Maria A. Bofill	For	For	For	For	Votes AGAINST non-independent nominees David Dungan and Richard Hamlin are warranted for lack of a majority independent board. Votes AGAINST Richard Hamlin are also warranted for serving as a non-independent member of a key board committee. A vote FOR Maria A. Bofill is warranted.
The Hackett Group, Inc.	05/02/2024	Management	2	Elect Director David N. Dungan	For	For	Against	Against	Votes AGAINST non-independent nominees David Dungan and Richard Hamlin are warranted for lack of a majority independent board. Votes AGAINST Richard Hamlin are also warranted for serving as a non-independent member of a key board committee. A vote FOR Maria A. Bofill is warranted.
The Hackett Group, Inc.	05/02/2024	Management	3	Elect Director Richard N. Hamlin	For	For	Against	Against	Votes AGAINST non-independent nominees David Dungan and Richard Hamlin are warranted for lack of a majority independent board. Votes AGAINST Richard Hamlin are also warranted for serving as a non-independent member of a key board committee. A vote FOR Maria A. Bofill is warranted.
The Hackett Group, Inc.	05/02/2024	Management	4	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Hackett Group, Inc.	05/02/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The Hackett Group, Inc.	05/02/2024	Management	6	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Honest Company, Inc.	05/22/2024	Management	1	Elect Director Katherine Bayne	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member James White given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Katherine (Katie) Bayne and Susan Gentile due to an unmitigated pay-for-performance misalignment. There is limited disclosure surrounding the annual incentive program, and a NEO received a guaranteed annual equity award that is entirely time-vesting.
The Honest Company, Inc.	05/22/2024	Management	2	Elect Director Susan Gentile	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member James White given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Katherine (Katie) Bayne and Susan Gentile due to an unmitigated pay-for-performance misalignment. There is limited disclosure surrounding the annual incentive program, and a NEO received a guaranteed annual equity award that is entirely time-vesting.
The Honest Company, Inc.	05/22/2024	Management	3	Elect Director James D. White	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member James White given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Katherine (Katie) Bayne and Susan Gentile due to an unmitigated pay-for-performance misalignment. There is limited disclosure surrounding the annual incentive program, and a NEO received a guaranteed annual equity award that is entirely time-vesting.
The Honest Company, Inc.	05/22/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The L.S. Starrett Company	05/21/2024	Management	1	Approve Merger Agreement	For	For	For	For	The sales process appears thorough, shareholders are receiving a premium, and the cash consideration provides liquidity and certainty of value. Moreover, there is a potential downside risk of non-approval. As such, support FOR the proposed transaction is warranted.
The L.S. Starrett Company	05/21/2024	Management	2	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO will receive single-trigger cash severance payments, while all outstanding equity will accelerate on a single-trigger basis upon the closing of the merger. Further, the CEO is eligible to receive problematic excise tax gross-up payments at the closing.
The L.S. Starrett Company	05/21/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as Item 1 merits support.
The Lovesac Company	06/11/2024	Management	1	Elect Director John R. Grafer	For	For	For	For	WITHHOLD votes for Andrew Heyer are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee chair Shirley Romig are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Lovesac Company	06/11/2024	Management	2	Elect Director Andrew R. Heyer	For	Withhold	Withhold	Withhold	WITHHOLD votes for Andrew Heyer are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee chair Shirley Romig are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
The Lovesac Company	06/11/2024	Management	3	Elect Director Jack A. Krause	For	For	For	For	WITHHOLD votes for Andrew Heyer are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee chair Shirley Romig are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
The Lovesac Company	06/11/2024	Management	4	Elect Director Sharon M. Leite	For	For	For	For	WITHHOLD votes for Andrew Heyer are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee chair Shirley Romig are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
The Lovesac Company	06/11/2024	Management	5	Elect Director Walter F. McLallen	For	For	For	For	WITHHOLD votes for Andrew Heyer are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee chair Shirley Romig are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
The Lovesac Company	06/11/2024	Management	6	Elect Director Vineet Mehra	For	For	For	For	WITHHOLD votes for Andrew Heyer are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee chair Shirley Romig are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
The Lovesac Company	06/11/2024	Management	7	Elect Director Shawn D. Nelson	For	For	For	For	WITHHOLD votes for Andrew Heyer are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee chair Shirley Romig are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
The Lovesac Company	06/11/2024	Management	8	Elect Director Shirley Romig	For	For	Withhold	Withhold	WITHHOLD votes for Andrew Heyer are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee chair Shirley Romig are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
The Lovesac Company	06/11/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The Lovesac Company	06/11/2024	Management	10	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.96 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
The Lovesac Company	06/11/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Manitowoc Company, Inc.	05/07/2024	Management	1	Elect Director Anne E. Belec	For	For	For	For	A vote FOR all director nominees is warranted.
The Manitowoc Company, Inc.	05/07/2024	Management	2	Elect Director Robert G. Bohn	For	For	For	For	A vote FOR all director nominees is warranted.
The Manitowoc Company, Inc.	05/07/2024	Management	3	Elect Director Anne M. Cooney	For	For	For	For	A vote FOR all director nominees is warranted.
The Manitowoc Company, Inc.	05/07/2024	Management	4	Elect Director Amy R. Davis	For	For	For	For	A vote FOR all director nominees is warranted.
The Manitowoc Company, Inc.	05/07/2024	Management	5	Elect Director Ryan M. Gwillim	For	For	For	For	A vote FOR all director nominees is warranted.
The Manitowoc Company, Inc.	05/07/2024	Management	6	Elect Director Kenneth W. Krueger	For	For	For	For	A vote FOR all director nominees is warranted.
The Manitowoc Company, Inc.	05/07/2024	Management	7	Elect Director Robert W. Malone	For	For	For	For	A vote FOR all director nominees is warranted.
The Manitowoc Company, Inc.	05/07/2024	Management	8	Elect Director C. David Myers	For	For	For	For	A vote FOR all director nominees is warranted.
The Manitowoc Company, Inc.	05/07/2024	Management	9	Elect Director Aaron H. Ravenscroft	For	For	For	For	A vote FOR all director nominees is warranted.
The Manitowoc Company, Inc.	05/07/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Manitowoc Company, Inc.	05/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Marcus Corporation	05/23/2024	Management	1	Elect Director Gregory S. Marcus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Marcus, Philip Milstein, Diane Gershowitz, Timothy Hoeksema, Thomas (Tom) Kissinger, Bruce Olson, Allan Selig and Brian Stark are warranted for lack of a majority independent board. WITHHOLD votes for Philip Milstein, Timothy Hoeksema, Allan Selig and Brian Stark are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Philip Milstein, Katherine Gehl, and Timothy Hoeksema are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Austin M. Ramirez is warranted.
The Marcus Corporation	05/23/2024	Management	2	Elect Director Diane Marcus Gershowitz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Marcus, Philip Milstein, Diane Gershowitz, Timothy Hoeksema, Thomas (Tom) Kissinger, Bruce Olson, Allan Selig and Brian Stark are warranted for lack of a majority independent board. WITHHOLD votes for Philip Milstein, Timothy Hoeksema, Allan Selig and Brian Stark are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Philip Milstein, Katherine Gehl, and Timothy Hoeksema are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Austin M. Ramirez is warranted.
The Marcus Corporation	05/23/2024	Management	3	Elect Director Allan H. Selig	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Marcus, Philip Milstein, Diane Gershowitz, Timothy Hoeksema, Thomas (Tom) Kissinger, Bruce Olson, Allan Selig and Brian Stark are warranted for lack of a majority independent board. WITHHOLD votes for Philip Milstein, Timothy Hoeksema, Allan Selig and Brian Stark are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Philip Milstein, Katherine Gehl, and Timothy Hoeksema are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Austin M. Ramirez is warranted.
The Marcus Corporation	05/23/2024	Management	4	Elect Director Timothy E. Hoeksema	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Marcus, Philip Milstein, Diane Gershowitz, Timothy Hoeksema, Thomas (Tom) Kissinger, Bruce Olson, Allan Selig and Brian Stark are warranted for lack of a majority independent board. WITHHOLD votes for Philip Milstein, Timothy Hoeksema, Allan Selig and Brian Stark are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Philip Milstein, Katherine Gehl, and Timothy Hoeksema are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Austin M. Ramirez is warranted.
The Marcus Corporation	05/23/2024	Management	5	Elect Director Bruce J. Olson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Marcus, Philip Milstein, Diane Gershowitz, Timothy Hoeksema, Thomas (Tom) Kissinger, Bruce Olson, Allan Selig and Brian Stark are warranted for lack of a majority independent board. WITHHOLD votes for Philip Milstein, Timothy Hoeksema, Allan Selig and Brian Stark are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Philip Milstein, Katherine Gehl, and Timothy Hoeksema are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Austin M. Ramirez is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Marcus Corporation	05/23/2024	Management	6	Elect Director Philip L. Milstein	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Marcus, Philip Milstein, Diane Gershowitz, Timothy Hoeksema, Thomas (Tom) Kissinger, Bruce Olson, Allan Selig and Brian Stark are warranted for lack of a majority independent board. WITHHOLD votes for Philip Milstein, Timothy Hoeksema, Allan Selig and Brian Stark are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Philip Milstein, Katherine Gehl, and Timothy Hoeksema are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Austin M. Ramirez is warranted.
The Marcus Corporation	05/23/2024	Management	7	Elect Director Brian J. Stark	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Marcus, Philip Milstein, Diane Gershowitz, Timothy Hoeksema, Thomas (Tom) Kissinger, Bruce Olson, Allan Selig and Brian Stark are warranted for lack of a majority independent board. WITHHOLD votes for Philip Milstein, Timothy Hoeksema, Allan Selig and Brian Stark are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Philip Milstein, Katherine Gehl, and Timothy Hoeksema are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Austin M. Ramirez is warranted.
The Marcus Corporation	05/23/2024	Management	8	Elect Director Katherine M. Gehl	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Marcus, Philip Milstein, Diane Gershowitz, Timothy Hoeksema, Thomas (Tom) Kissinger, Bruce Olson, Allan Selig and Brian Stark are warranted for lack of a majority independent board. WITHHOLD votes for Philip Milstein, Timothy Hoeksema, Allan Selig and Brian Stark are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Philip Milstein, Katherine Gehl, and Timothy Hoeksema are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Austin M. Ramirez is warranted.
The Marcus Corporation	05/23/2024	Management	9	Elect Director Austin M. Ramirez	For	For	For	For	WITHHOLD votes for non-independent nominees Gregory (Greg) Marcus, Philip Milstein, Diane Gershowitz, Timothy Hoeksema, Thomas (Tom) Kissinger, Bruce Olson, Allan Selig and Brian Stark are warranted for lack of a majority independent board. WITHHOLD votes for Philip Milstein, Timothy Hoeksema, Allan Selig and Brian Stark are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Philip Milstein, Katherine Gehl, and Timothy Hoeksema are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Austin M. Ramirez is warranted.
The Marcus Corporation	05/23/2024	Management	10	Elect Director Thomas F. Kissinger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Marcus, Philip Milstein, Diane Gershowitz, Timothy Hoeksema, Thomas (Tom) Kissinger, Bruce Olson, Allan Selig and Brian Stark are warranted for lack of a majority independent board. WITHHOLD votes for Philip Milstein, Timothy Hoeksema, Allan Selig and Brian Stark are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Philip Milstein, Katherine Gehl, and Timothy Hoeksema are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Austin M. Ramirez is warranted.
The Marcus Corporation	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The Marcus Corporation	05/23/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Middleby Corporation	05/14/2024	Management	1	Elect Director Sarah Palisi Chapin	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	2	Elect Director Timothy J. FitzGerald	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	3	Elect Director Cathy L. McCarthy	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	4	Elect Director John R. Miller, III	For	For	Against	Against	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	5	Elect Director Robert A. Nerbonne	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	6	Elect Director Gordon J. O'Brien	For	For	Against	Against	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	7	Elect Director Stephen R. Scherger	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	8	Elect Director Tejas P. Shah	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	9	Elect Director Nassem A. Ziyad	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Middleby Corporation	05/14/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The New York Times Company	04/24/2024	Management	1	Elect Director Amanpal S. Bhutani	For	For	For	For	A vote FOR Governance Committee member Manuel Bronstein is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/24/2024	Management	2	Elect Director Manuel Bronstein	For	For	For	For	A vote FOR Governance Committee member Manuel Bronstein is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/24/2024	Management	3	Elect Director Beth Brooke	For	For	For	For	A vote FOR Governance Committee member Manuel Bronstein is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/24/2024	Management	4	Elect Director Anuradha B. Subramanian	For	For	For	For	A vote FOR Governance Committee member Manuel Bronstein is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/24/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The ODP Corporation	04/25/2024	Management	1	Elect Director Quincy L. Allen	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2024	Management	2	Elect Director Kristin A. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The ODP Corporation	04/25/2024	Management	3	Elect Director Cynthia T. Jamison	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2024	Management	4	Elect Director Shashank Samant	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2024	Management	5	Elect Director Wendy L. Schoppert	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2024	Management	6	Elect Director Gerry P. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2024	Management	7	Elect Director Joseph S. Vassalluzzo	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The ODP Corporation	04/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Pennant Group, Inc.	05/23/2024	Management	1	Elect Director Scott E. Lamb	For	For	For	For	A vote AGAINST Governance Committee chair Barry Smith is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
The Pennant Group, Inc.	05/23/2024	Management	2	Elect Director Gregory K. Morris	For	For	For	For	A vote AGAINST Governance Committee chair Barry Smith is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
The Pennant Group, Inc.	05/23/2024	Management	3	Elect Director Barry M. Smith	For	Against	Against	Against	A vote AGAINST Governance Committee chair Barry Smith is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
The Pennant Group, Inc.	05/23/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Pennant Group, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the bonus pool is primarily determined by a financial metric, annual bonuses incorporate significant committee discretion. In addition, while long-term incentives were entirely in stock options, which do require stock price appreciation in order to gain value, NEOs' equity awards do not require the achievement of pre-set performance criteria in order to vest.
The RMR Group Inc.	03/27/2024	Management	1	Elect Director Jennifer B. Clark	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. due the following reasons: * For an ongoing material governance failure. The company's governing documents prohibit shareholders from amending the bylaws; and * For maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Adam Portnoy as his ownership of the supervoting shares through ABP Trust provide him with voting power control of the company. A vote FOR Jennifer B. Clark is warranted.
The RMR Group Inc.	03/27/2024	Management	2	Elect Director Ann Logan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. due the following reasons: * For an ongoing material governance failure. The company's governing documents prohibit shareholders from amending the bylaws; and * For maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Adam Portnoy as his ownership of the supervoting shares through ABP Trust provide him with voting power control of the company. A vote FOR Jennifer B. Clark is warranted.
The RMR Group Inc.	03/27/2024	Management	3	Elect Director Rosen Plevneliev	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. due the following reasons: * For an ongoing material governance failure. The company's governing documents prohibit shareholders from amending the bylaws; and * For maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Adam Portnoy as his ownership of the supervoting shares through ABP Trust provide him with voting power control of the company. A vote FOR Jennifer B. Clark is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The RMR Group Inc.	03/27/2024	Management	4	Elect Director Adam D. Portnoy	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. due the following reasons: * For an ongoing material governance failure. The company's governing documents prohibit shareholders from amending the bylaws; and * For maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Adam Portnoy as his ownership of the supervoting shares through ABP Trust provide him with voting power control of the company. A vote FOR Jennifer B. Clark is warranted.
The RMR Group Inc.	03/27/2024	Management	5	Elect Director Jonathan Veitch	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. due the following reasons: * For an ongoing material governance failure. The company's governing documents prohibit shareholders from amending the bylaws; and * For maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Adam Portnoy as his ownership of the supervoting shares through ABP Trust provide him with voting power control of the company. A vote FOR Jennifer B. Clark is warranted.
The RMR Group Inc.	03/27/2024	Management	6	Elect Director Walter C. Watkins, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. due the following reasons: * For an ongoing material governance failure. The company's governing documents prohibit shareholders from amending the bylaws; and * For maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Adam Portnoy as his ownership of the supervoting shares through ABP Trust provide him with voting power control of the company. A vote FOR Jennifer B. Clark is warranted.
The RMR Group Inc.	03/27/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
The RMR Group Inc.	03/27/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Shyft Group, Inc.	05/15/2024	Management	1	Elect Director John Dunn	For	For	For	For	A vote FOR all director nominees is warranted.
The Shyft Group, Inc.	05/15/2024	Management	2	Elect Director Pamela Kermisch	For	For	For	For	A vote FOR all director nominees is warranted.
The Shyft Group, Inc.	05/15/2024	Management	3	Elect Director Paul Mascarenas	For	For	For	For	A vote FOR all director nominees is warranted.
The Shyft Group, Inc.	05/15/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
The Shyft Group, Inc.	05/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The St. Joe Company	05/14/2024	Management	1	Elect Director Cesar L. Alvarez	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Berkowitz, Jorge Gonzalez, Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are warranted for lack of a majority independent board. Votes AGAINST Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Howard Frank are further warranted for failing to establish gender diversity on the board.
The St. Joe Company	05/14/2024	Management	2	Elect Director Bruce R. Berkowitz	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Berkowitz, Jorge Gonzalez, Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are warranted for lack of a majority independent board. Votes AGAINST Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Howard Frank are further warranted for failing to establish gender diversity on the board.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The St. Joe Company	05/14/2024	Management	3	Elect Director Howard S. Frank	For	Against	Against	Against	Votes AGAINST non-independent nominees Bruce Berkowitz, Jorge Gonzalez, Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are warranted for lack of a majority independent board. Votes AGAINST Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Howard Frank are further warranted for failing to establish gender diversity on the board.
The St. Joe Company	05/14/2024	Management	4	Elect Director Jorge L. Gonzalez	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Berkowitz, Jorge Gonzalez, Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are warranted for lack of a majority independent board. Votes AGAINST Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Howard Frank are further warranted for failing to establish gender diversity on the board.
The St. Joe Company	05/14/2024	Management	5	Elect Director Thomas P. Murphy, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Berkowitz, Jorge Gonzalez, Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are warranted for lack of a majority independent board. Votes AGAINST Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Howard Frank are further warranted for failing to establish gender diversity on the board.
The St. Joe Company	05/14/2024	Management	6	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
The St. Joe Company	05/14/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The Timken Company	05/03/2024	Management	1	Elect Director Maria A. Crowe	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	2	Elect Director Elizabeth A. Harrell	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	3	Elect Director Richard G. Kyle	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	4	Elect Director Sarah C. Lauber	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	5	Elect Director Christopher L. Mapes	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	6	Elect Director James F. Palmer	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	7	Elect Director Ajita G. Rajendra	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	8	Elect Director Frank C. Sullivan	For	For	Withhold	Withhold	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	9	Elect Director John M. Timken, Jr.	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	10	Elect Director Ward J. Timken, Jr.	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Timken Company	05/03/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Timken Company	05/03/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Timken Company	05/03/2024	Shareholder	14	Adopt Short and Medium-Term Science-Based Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as adopting science-based greenhouse gas reduction targets would better align the company with its peers and help it better address climate-related risks and opportunities.
The Vita Coco Company, Inc.	06/04/2024	Management	1	Elect Director Ira Liran	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Melloul and Ira Liran are warranted for lack of a majority independent board. WITHHOLD votes for Eric Melloul are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Jane Morreau are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
The Vita Coco Company, Inc.	06/04/2024	Management	2	Elect Director Eric Melloul	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Melloul and Ira Liran are warranted for lack of a majority independent board. WITHHOLD votes for Eric Melloul are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Jane Morreau are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
The Vita Coco Company, Inc.	06/04/2024	Management	3	Elect Director Jane C. Morreau	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Melloul and Ira Liran are warranted for lack of a majority independent board. WITHHOLD votes for Eric Melloul are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Jane Morreau are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
The Vita Coco Company, Inc.	06/04/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Vita Coco Company, Inc.	06/04/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The Vita Coco Company, Inc.	06/04/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Wendy's Company	05/21/2024	Management	1	Elect Director Nelson Peltz	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	2	Elect Director Peter W. May	For	For	Against	Against	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	3	Elect Director Matthew H. Peltz	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	4	Elect Director Wendy C. Arlin	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	5	Elect Director Michelle Caruso-Cabrera	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	6	Elect Director Kristin A. Dolan	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	7	Elect Director Kenneth W. Gilbert	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Wendy's Company	05/21/2024	Management	8	Elect Director Richard H. Gomez	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	9	Elect Director Michelle "Mich" J. Mathews-Spradlin	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	10	Elect Director Peter H. Rothschild	For	For	Against	Against	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	11	Elect Director Kirk Tanner	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	12	Elect Director Arthur B. Winkleblack	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Wendy's Company	05/21/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The Wendy's Company	05/21/2024	Shareholder	15	Adopt Measurable Time-bound Goals to Achieving Cage-Free Eggs	Against	For	For	For	A vote FOR this proposal is warranted, as the company's peers seem to have developed time bound targets to achieve cage-free eggs.
The Wendy's Company	05/21/2024	Shareholder	16	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.
The Wendy's Company	05/21/2024	Shareholder	17	Report on Third-Party Racial Equity Audit	Against	Against	For	For	A vote FOR this proposal is warranted, as an independent racial equity justice audit would help shareholders better assess the effectiveness of the company's efforts to address racial inequity.
The Western Union Company	05/17/2024	Management	1	Elect Director Julie M. Cameron-Doe	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	2	Elect Director Martin I. Cole	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	3	Elect Director Suzette M. Deering	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	4	Elect Director Betsy D. Holden	For	For	Against	Against	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	5	Elect Director Jeffrey A. Joerres	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	6	Elect Director Devin B. McGranahan	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	7	Elect Director Michael A. Miles, Jr.	For	For	Against	Against	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	8	Elect Director Timothy P. Murphy	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	9	Elect Director Jan Siegmund	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Western Union Company	05/17/2024	Management	10	Elect Director Angela A. Sun	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	11	Elect Director Solomon D. Trujillo	For	For	Against	Against	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Western Union Company	05/17/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Western Union Company	05/17/2024	Management	14	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 12.72 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The York Water Company	05/06/2024	Management	1	Elect Director Douglas S. Brossman	For	For	For	For	WITHHOLD votes for non-independent nominees George Hodges, Michael Gang and Jeffrey Hines are warranted for lack of a majority independent board. A vote FOR Douglas S. Brossman is warranted.
The York Water Company	05/06/2024	Management	2	Elect Director Michael W. Gang	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Hodges, Michael Gang and Jeffrey Hines are warranted for lack of a majority independent board. A vote FOR Douglas S. Brossman is warranted.
The York Water Company	05/06/2024	Management	3	Elect Director Jeffrey R. Hines	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Hodges, Michael Gang and Jeffrey Hines are warranted for lack of a majority independent board. A vote FOR Douglas S. Brossman is warranted.
The York Water Company	05/06/2024	Management	4	Elect Director George W. Hodges	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Hodges, Michael Gang and Jeffrey Hines are warranted for lack of a majority independent board. A vote FOR Douglas S. Brossman is warranted.
The York Water Company	05/06/2024	Management	5	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The York Water Company	05/06/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Thryv Holdings, Inc.	06/13/2024	Management	1	Elect Director Amer Akhtar	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Amer Akhtar and Lauren Vaccarello given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR director nominee Bonnie Kintzer is warranted.
Thryv Holdings, Inc.	06/13/2024	Management	2	Elect Director Bonnie Kintzer	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Amer Akhtar and Lauren Vaccarello given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR director nominee Bonnie Kintzer is warranted.
Thryv Holdings, Inc.	06/13/2024	Management	3	Elect Director Lauren Vaccarello	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Amer Akhtar and Lauren Vaccarello given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR director nominee Bonnie Kintzer is warranted.
Thryv Holdings, Inc.	06/13/2024	Management	4	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Thryv Holdings, Inc.	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tile Shop Holdings, Inc.	06/18/2024	Management	1	Elect Director Deborah K. Glasser	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating committee members Deborah Glasser and Linda Solheid for lack of racial/ethnic diversity on the board.
Tile Shop Holdings, Inc.	06/18/2024	Management	2	Elect Director Linda Solheid	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating committee members Deborah Glasser and Linda Solheid for lack of racial/ethnic diversity on the board.
Tile Shop Holdings, Inc.	06/18/2024	Management	3	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tile Shop Holdings, Inc.	06/18/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Timberland Bancorp, Inc.	01/23/2024	Management	1	Elect Director Dean J. Brydon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dean Brydon, Andrea Clinton, and Robert Druggie are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Clinton are also warranted for serving as a non-independent member of a key board committee. A vote FOR Kathy D. Leodler is warranted.
Timberland Bancorp, Inc.	01/23/2024	Management	2	Elect Director Andrea M. Clinton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dean Brydon, Andrea Clinton, and Robert Druggie are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Clinton are also warranted for serving as a non-independent member of a key board committee. A vote FOR Kathy D. Leodler is warranted.
Timberland Bancorp, Inc.	01/23/2024	Management	3	Elect Director Robert A. Druggie	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dean Brydon, Andrea Clinton, and Robert Druggie are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Clinton are also warranted for serving as a non-independent member of a key board committee. A vote FOR Kathy D. Leodler is warranted.
Timberland Bancorp, Inc.	01/23/2024	Management	4	Elect Director Kathy D. Leodler	For	For	For	For	WITHHOLD votes for non-independent nominees Dean Brydon, Andrea Clinton, and Robert Druggie are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Clinton are also warranted for serving as a non-independent member of a key board committee. A vote FOR Kathy D. Leodler is warranted.
Timberland Bancorp, Inc.	01/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Timberland Bancorp, Inc.	01/23/2024	Management	6	Ratify Delap LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tiptree Inc.	04/30/2024	Management	1	Elect Director Michael G. Barnes	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Dominique Mielle for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the bylaws. A vote FOR Michael Barnes is warranted.
Tiptree Inc.	04/30/2024	Management	2	Elect Director Dominique Mielle	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Dominique Mielle for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the bylaws. A vote FOR Michael Barnes is warranted.
Tiptree Inc.	04/30/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Titan International, Inc.	06/13/2024	Management	1	Elect Director Richard (Dick) M. Cashin, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Maurice Taylor Jr., Paul Reitz, Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted given the board's failure to adequately respond to director Richard Cashin, Jr.'s lack of majority support last year. WITHHOLD votes for compensation committee members Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted for demonstrating only limited responsiveness to shareholder concerns following last year's failed say-on-pay proposal. A vote FOR the remaining director nominee Kim Marvin is warranted.
Titan International, Inc.	06/13/2024	Management	2	Elect Director Max A. Guinn	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Maurice Taylor Jr., Paul Reitz, Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted given the board's failure to adequately respond to director Richard Cashin, Jr.'s lack of majority support last year. WITHHOLD votes for compensation committee members Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted for demonstrating only limited responsiveness to shareholder concerns following last year's failed say-on-pay proposal. A vote FOR the remaining director nominee Kim Marvin is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Titan International, Inc.	06/13/2024	Management	3	Elect Director Kim A. Marvin	For	For	For	For	WITHHOLD votes for incumbent director nominees Maurice Taylor Jr., Paul Reitz, Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted given the board's failure to adequately respond to director Richard Cashin, Jr.'s lack of majority support last year.WITHHOLD votes for compensation committee members Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted for demonstrating only limited responsiveness to shareholder concerns following last year's failed say-on-pay proposal.A vote FOR the remaining director nominee Kim Marvin is warranted.
Titan International, Inc.	06/13/2024	Management	4	Elect Director Mark H. Rachesky	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Maurice Taylor Jr., Paul Reitz, Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted given the board's failure to adequately respond to director Richard Cashin, Jr.'s lack of majority support last year.WITHHOLD votes for compensation committee members Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted for demonstrating only limited responsiveness to shareholder concerns following last year's failed say-on-pay proposal.A vote FOR the remaining director nominee Kim Marvin is warranted.
Titan International, Inc.	06/13/2024	Management	5	Elect Director Paul G. Reitz	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Maurice Taylor Jr., Paul Reitz, Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted given the board's failure to adequately respond to director Richard Cashin, Jr.'s lack of majority support last year.WITHHOLD votes for compensation committee members Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted for demonstrating only limited responsiveness to shareholder concerns following last year's failed say-on-pay proposal.A vote FOR the remaining director nominee Kim Marvin is warranted.
Titan International, Inc.	06/13/2024	Management	6	Elect Director Anthony L. Soave	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Maurice Taylor Jr., Paul Reitz, Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted given the board's failure to adequately respond to director Richard Cashin, Jr.'s lack of majority support last year.WITHHOLD votes for compensation committee members Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted for demonstrating only limited responsiveness to shareholder concerns following last year's failed say-on-pay proposal.A vote FOR the remaining director nominee Kim Marvin is warranted.
Titan International, Inc.	06/13/2024	Management	7	Elect Director Maurice M. Taylor, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Maurice Taylor Jr., Paul Reitz, Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted given the board's failure to adequately respond to director Richard Cashin, Jr.'s lack of majority support last year.WITHHOLD votes for compensation committee members Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted for demonstrating only limited responsiveness to shareholder concerns following last year's failed say-on-pay proposal.A vote FOR the remaining director nominee Kim Marvin is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Titan International, Inc.	06/13/2024	Management	8	Elect Director Laura K. Thompson	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Maurice Taylor Jr., Paul Reitz, Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted given the board's failure to adequately respond to director Richard Cashin, Jr.'s lack of majority support last year.WITHHOLD votes for compensation committee members Richard (Dick) Cashin Jr., Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson are warranted for demonstrating only limited responsiveness to shareholder concerns following last year's failed say-on-pay proposal.A vote FOR the remaining director nominee Kim Marvin is warranted.
Titan International, Inc.	06/13/2024	Management	9	Ratify BDO USA P.C. as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Titan International, Inc.	06/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:- The company maintains legacy agreements that contain a modified single-trigger change-in-control provision.- The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.- The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.- The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's failed say-on-pay support.
Titan International, Inc.	06/13/2024	Shareholder	11	Seek Sale, Merger, or Other Disposition of the Company	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the proponent has not provided a compelling rationale for an immediate mandate to sell the company at this time.
Titan Machinery Inc.	06/03/2024	Management	1	Elect Director Stan Erickson	For	For	For	For	A vote FOR all director nominees is warranted.
Titan Machinery Inc.	06/03/2024	Management	2	Elect Director Jody Horner	For	For	For	For	A vote FOR all director nominees is warranted.
Titan Machinery Inc.	06/03/2024	Management	3	Elect Director Richard Mack	For	For	For	For	A vote FOR all director nominees is warranted.
Titan Machinery Inc.	06/03/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Titan Machinery Inc.	06/03/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Titan Machinery Inc.	06/03/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Toll Brothers, Inc.	03/12/2024	Management	1	Elect Director Douglas C. Yearley, Jr.	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	2	Elect Director Stephen F. East	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	3	Elect Director Christine N. Garvey	For	For	Against	Against	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	4	Elect Director Karen H. Grimes	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	5	Elect Director Derek T. Kan	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	6	Elect Director John A. McLean	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	7	Elect Director Wendell E. Pritchett	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Toll Brothers, Inc.	03/12/2024	Management	8	Elect Director Judith A. Reinsdorf	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	9	Elect Director Katherine M. Sandstrom	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	10	Elect Director Paul E. Shapiro	For	For	Against	Against	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	11	Elect Director Scott D. Stowell	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Toll Brothers, Inc.	03/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Tompkins Financial Corporation	05/14/2024	Management	1	Elect Director Nancy E. Catarisano	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, Daniel Fessenden, Patricia Johnson, Michael Spain and Alfred Weber are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, Daniel Fessenden, Patricia Johnson and Alfred Weber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/14/2024	Management	2	Elect Director Janet M. Coletti	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, Daniel Fessenden, Patricia Johnson, Michael Spain and Alfred Weber are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, Daniel Fessenden, Patricia Johnson and Alfred Weber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/14/2024	Management	3	Elect Director Daniel J. Fessenden	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, Daniel Fessenden, Patricia Johnson, Michael Spain and Alfred Weber are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, Daniel Fessenden, Patricia Johnson and Alfred Weber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/14/2024	Management	4	Elect Director Patricia A. Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, Daniel Fessenden, Patricia Johnson, Michael Spain and Alfred Weber are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, Daniel Fessenden, Patricia Johnson and Alfred Weber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/14/2024	Management	5	Elect Director Angela B. Lee	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, Daniel Fessenden, Patricia Johnson, Michael Spain and Alfred Weber are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, Daniel Fessenden, Patricia Johnson and Alfred Weber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tompkins Financial Corporation	05/14/2024	Management	6	Elect Director John D. McClurg	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, Daniel Fessenden, Patricia Johnson, Michael Spain and Alfred Weber are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, Daniel Fessenden, Patricia Johnson and Alfred Weber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/14/2024	Management	7	Elect Director Ita M. Rahilly	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, Daniel Fessenden, Patricia Johnson, Michael Spain and Alfred Weber are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, Daniel Fessenden, Patricia Johnson and Alfred Weber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/14/2024	Management	8	Elect Director Thomas R. Rochon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, Daniel Fessenden, Patricia Johnson, Michael Spain and Alfred Weber are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, Daniel Fessenden, Patricia Johnson and Alfred Weber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/14/2024	Management	9	Elect Director Stephen S. Romaine	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, Daniel Fessenden, Patricia Johnson, Michael Spain and Alfred Weber are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, Daniel Fessenden, Patricia Johnson and Alfred Weber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/14/2024	Management	10	Elect Director Michael H. Spain	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, Daniel Fessenden, Patricia Johnson, Michael Spain and Alfred Weber are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, Daniel Fessenden, Patricia Johnson and Alfred Weber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/14/2024	Management	11	Elect Director Jennifer R. Tegan	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, Daniel Fessenden, Patricia Johnson, Michael Spain and Alfred Weber are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, Daniel Fessenden, Patricia Johnson and Alfred Weber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/14/2024	Management	12	Elect Director Alfred J. Weber	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, Daniel Fessenden, Patricia Johnson, Michael Spain and Alfred Weber are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, Daniel Fessenden, Patricia Johnson and Alfred Weber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tompkins Financial Corporation	05/14/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TopBuild Corp.	04/29/2024	Management	1	Elect Director Alec C. Covington	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	2	Elect Director Ernesto Bautista, III	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	3	Elect Director Robert M. Buck	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	4	Elect Director Joseph S. Cantie	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TopBuild Corp.	04/29/2024	Management	5	Elect Director Tina M. Donikowski	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	6	Elect Director Deirdre C. Drake	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	7	Elect Director Mark A. Petrarca	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	8	Elect Director Nancy M. Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TopBuild Corp.	04/29/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Topgolf Callaway Brands Corp.	05/30/2024	Management	1	Elect Director Oliver G. (Chip) Brewer, III	For	For	For	For	Votes AGAINST John Lundgren, Adebayo (Bayo) Ogunlesi and Anthony Thornley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Topgolf Callaway Brands Corp.	05/30/2024	Management	2	Elect Director John F. Lundgren	For	For	Against	Against	Votes AGAINST John Lundgren, Adebayo (Bayo) Ogunlesi and Anthony Thornley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Topgolf Callaway Brands Corp.	05/30/2024	Management	3	Elect Director Erik J. Anderson	For	For	For	For	Votes AGAINST John Lundgren, Adebayo (Bayo) Ogunlesi and Anthony Thornley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Topgolf Callaway Brands Corp.	05/30/2024	Management	4	Elect Director Laura J. Flanagan	For	For	For	For	Votes AGAINST John Lundgren, Adebayo (Bayo) Ogunlesi and Anthony Thornley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Topgolf Callaway Brands Corp.	05/30/2024	Management	5	Elect Director Russell L. Fleischer	For	For	For	For	Votes AGAINST John Lundgren, Adebayo (Bayo) Ogunlesi and Anthony Thornley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Topgolf Callaway Brands Corp.	05/30/2024	Management	6	Elect Director Bavan M. Holloway	For	For	For	For	Votes AGAINST John Lundgren, Adebayo (Bayo) Ogunlesi and Anthony Thornley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Topgolf Callaway Brands Corp.	05/30/2024	Management	7	Elect Director Scott M. Marimow	For	For	For	For	Votes AGAINST John Lundgren, Adebayo (Bayo) Ogunlesi and Anthony Thornley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Topgolf Callaway Brands Corp.	05/30/2024	Management	8	Elect Director Adebayo O. Ogunlesi	For	For	Against	Against	Votes AGAINST John Lundgren, Adebayo (Bayo) Ogunlesi and Anthony Thornley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Topgolf Callaway Brands Corp.	05/30/2024	Management	9	Elect Director Varsha R. Rao	For	For	For	For	Votes AGAINST John Lundgren, Adebayo (Bayo) Ogunlesi and Anthony Thornley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Topgolf Callaway Brands Corp.	05/30/2024	Management	10	Elect Director Linda B. Segre	For	For	For	For	Votes AGAINST John Lundgren, Adebayo (Bayo) Ogunlesi and Anthony Thornley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Topgolf Callaway Brands Corp.	05/30/2024	Management	11	Elect Director Anthony S. Thornley	For	For	Against	Against	Votes AGAINST John Lundgren, Adebayo (Bayo) Ogunlesi and Anthony Thornley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Topgolf Callaway Brands Corp.	05/30/2024	Management	12	Elect Director C. Matthew Turney	For	For	For	For	Votes AGAINST John Lundgren, Adebayo (Bayo) Ogunlesi and Anthony Thornley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Topgolf Callaway Brands Corp.	05/30/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Topgolf Callaway Brands Corp.	05/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TowneBank	05/22/2024	Management	1	Elect Director Richard S. Bray	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Bray, Andrew Fine, John Lawson II, William Ashton Lewis, R. Scott Morgan and R.V. Owens III are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bray and William Ashton Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/22/2024	Management	2	Elect Director Andrew S. Fine	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Bray, Andrew Fine, John Lawson II, William Ashton Lewis, R. Scott Morgan and R.V. Owens III are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bray and William Ashton Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/22/2024	Management	3	Elect Director John R. Lawson, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Bray, Andrew Fine, John Lawson II, William Ashton Lewis, R. Scott Morgan and R.V. Owens III are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bray and William Ashton Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/22/2024	Management	4	Elect Director Aubrey L. Layne, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Bray, Andrew Fine, John Lawson II, William Ashton Lewis, R. Scott Morgan and R.V. Owens III are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bray and William Ashton Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/22/2024	Management	5	Elect Director W. Ashton Lewis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Bray, Andrew Fine, John Lawson II, William Ashton Lewis, R. Scott Morgan and R.V. Owens III are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bray and William Ashton Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/22/2024	Management	6	Elect Director R. Scott Morgan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Bray, Andrew Fine, John Lawson II, William Ashton Lewis, R. Scott Morgan and R.V. Owens III are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bray and William Ashton Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/22/2024	Management	7	Elect Director Robert M. Oman	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Bray, Andrew Fine, John Lawson II, William Ashton Lewis, R. Scott Morgan and R.V. Owens III are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bray and William Ashton Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/22/2024	Management	8	Elect Director R.V. Owens, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Bray, Andrew Fine, John Lawson II, William Ashton Lewis, R. Scott Morgan and R.V. Owens III are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bray and William Ashton Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/22/2024	Management	9	Elect Director Sachin S. Shetty	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Bray, Andrew Fine, John Lawson II, William Ashton Lewis, R. Scott Morgan and R.V. Owens III are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bray and William Ashton Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TowneBank	05/22/2024	Management	10	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TowneBank	05/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
TowneBank	05/22/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Townsquare Media, Inc.	05/09/2024	Management	1	Elect Director B. James Ford	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees B. James (Jim) Ford and David Lebow are warranted for lack of a majority independent board. WITHHOLD votes for B. James (Jim) Ford and David Lebow are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating and Governance Committee member David Lebow are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights, and for failing to establish gender diversity on the board. WITHHOLD votes for incumbent compensation committee members B. James (Jim) Ford and David Lebow are warranted due to concerns regarding the company's executive compensation practices. A vote FOR Gary D. Way is warranted.
Townsquare Media, Inc.	05/09/2024	Management	2	Elect Director David Lebow	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees B. James (Jim) Ford and David Lebow are warranted for lack of a majority independent board. WITHHOLD votes for B. James (Jim) Ford and David Lebow are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating and Governance Committee member David Lebow are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights, and for failing to establish gender diversity on the board. WITHHOLD votes for incumbent compensation committee members B. James (Jim) Ford and David Lebow are warranted due to concerns regarding the company's executive compensation practices. A vote FOR Gary D. Way is warranted.
Townsquare Media, Inc.	05/09/2024	Management	3	Elect Director Gary D. Way	For	For	For	For	WITHHOLD votes for non-independent nominees B. James (Jim) Ford and David Lebow are warranted for lack of a majority independent board. WITHHOLD votes for B. James (Jim) Ford and David Lebow are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating and Governance Committee member David Lebow are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights, and for failing to establish gender diversity on the board. WITHHOLD votes for incumbent compensation committee members B. James (Jim) Ford and David Lebow are warranted due to concerns regarding the company's executive compensation practices. A vote FOR Gary D. Way is warranted.
Townsquare Media, Inc.	05/09/2024	Management	4	Ratify BDO USA, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Townsquare Media, Inc.	05/09/2024	Management	5	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 58.66 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Travel + Leisure Co.	05/15/2024	Management	1	Elect Director Louise F. Brady	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	2	Elect Director Michael D. Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	3	Elect Director James E. Buckman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	4	Elect Director George Herrera	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	5	Elect Director Stephen P. Holmes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	6	Elect Director Lucinda C. Martinez	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	7	Elect Director Denny Marie Post	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	8	Elect Director Ronald L. Rickles	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	9	Elect Director Michael H. Wargotz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Travel + Leisure Co.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Travel + Leisure Co.	05/15/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Travel + Leisure Co.	05/15/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Travel + Leisure Co.	05/15/2024	Management	13	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Travelzoo	04/26/2024	Management	1	Elect Director Holger Bartel	For	For	For	For	Votes AGAINST Audit Committee members Volodymyr Cherevko, Michael Karg and Liqun (Carrie) Liu are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Travelzoo	04/26/2024	Management	2	Elect Director Christina Sindoni Ciocca	For	For	For	For	Votes AGAINST Audit Committee members Volodymyr Cherevko, Michael Karg and Liqun (Carrie) Liu are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Travelzoo	04/26/2024	Management	3	Elect Director Carrie Liqun Liu	For	For	Against	Against	Votes AGAINST Audit Committee members Volodymyr Cherevko, Michael Karg and Liqun (Carrie) Liu are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Travelzoo	04/26/2024	Management	4	Elect Director Volodymyr Cherevko	For	For	Against	Against	Votes AGAINST Audit Committee members Volodymyr Cherevko, Michael Karg and Liqun (Carrie) Liu are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Travelzoo	04/26/2024	Management	5	Elect Director Michael Karg	For	For	Against	Against	Votes AGAINST Audit Committee members Volodymyr Cherevko, Michael Karg and Liqun (Carrie) Liu are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Travelzoo	04/26/2024	Management	6	Approve Stock Option Plan Grants to Holger Bartel	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are significant concerns surrounding the size, design and disclosure of the option award to the CEO.
Travelzoo	04/26/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tredegar Corporation	05/09/2024	Management	1	Elect Director George C. Freeman, III	For	Against	Against	Against	Votes AGAINST non-independent nominees John Steitz, George Freeman III and Thomas Snead Jr. are warranted for lack of a majority independent board. Votes AGAINST George Freeman III and Thomas Snead Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee chairman George Freeman III is also warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Tredegar Corporation	05/09/2024	Management	2	Elect Director Kenneth R. Newsome	For	For	For	For	Votes AGAINST non-independent nominees John Steitz, George Freeman III and Thomas Snead Jr. are warranted for lack of a majority independent board. Votes AGAINST George Freeman III and Thomas Snead Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee chairman George Freeman III is also warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Tredegar Corporation	05/09/2024	Management	3	Elect Director Gregory A. Pratt	For	For	For	For	Votes AGAINST non-independent nominees John Steitz, George Freeman III and Thomas Snead Jr. are warranted for lack of a majority independent board. Votes AGAINST George Freeman III and Thomas Snead Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee chairman George Freeman III is also warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tredegar Corporation	05/09/2024	Management	4	Elect Director Thomas G. Snead, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees John Steitz, George Freeman III and Thomas Snead Jr. are warranted for lack of a majority independent board. Votes AGAINST George Freeman III and Thomas Snead Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee chairman George Freeman III is also warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Tredegar Corporation	05/09/2024	Management	5	Elect Director John M. Steitz	For	For	Against	Against	Votes AGAINST non-independent nominees John Steitz, George Freeman III and Thomas Snead Jr. are warranted for lack of a majority independent board. Votes AGAINST George Freeman III and Thomas Snead Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee chairman George Freeman III is also warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Tredegar Corporation	05/09/2024	Management	6	Elect Director Carl E. Tack, III	For	For	For	For	Votes AGAINST non-independent nominees John Steitz, George Freeman III and Thomas Snead Jr. are warranted for lack of a majority independent board. Votes AGAINST George Freeman III and Thomas Snead Jr. are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee chairman George Freeman III is also warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Tredegar Corporation	05/09/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tredegar Corporation	05/09/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
TreeHouse Foods, Inc.	04/25/2024	Management	1	Elect Director Adam J. DeWitt	For	For	For	For	A vote FOR the director nominees is warranted.
TreeHouse Foods, Inc.	04/25/2024	Management	2	Elect Director Steven Oakland	For	For	For	For	A vote FOR the director nominees is warranted.
TreeHouse Foods, Inc.	04/25/2024	Management	3	Elect Director Jill A. Rahman	For	For	For	For	A vote FOR the director nominees is warranted.
TreeHouse Foods, Inc.	04/25/2024	Management	4	Elect Director Joseph E. Scalzo	For	For	For	For	A vote FOR the director nominees is warranted.
TreeHouse Foods, Inc.	04/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
TreeHouse Foods, Inc.	04/25/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trex Company, Inc.	05/07/2024	Management	1	Elect Director James E. Cline	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Cline and Patricia (Pat) Robinson are warranted for lack of a majority independent board. Votes AGAINST Patricia (Pat) Robinson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trex Company, Inc.	05/07/2024	Management	2	Elect Director Gena C. Lovett	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Cline and Patricia (Pat) Robinson are warranted for lack of a majority independent board. Votes AGAINST Patricia (Pat) Robinson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trex Company, Inc.	05/07/2024	Management	3	Elect Director Melkeya McDuffie	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Cline and Patricia (Pat) Robinson are warranted for lack of a majority independent board. Votes AGAINST Patricia (Pat) Robinson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trex Company, Inc.	05/07/2024	Management	4	Elect Director Patricia B. Robinson	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Cline and Patricia (Pat) Robinson are warranted for lack of a majority independent board. Votes AGAINST Patricia (Pat) Robinson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trex Company, Inc.	05/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Trex Company, Inc.	05/07/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tri Pointe Homes, Inc.	04/17/2024	Management	1	Elect Director Douglas F. Bauer	For	For	For	For	Votes AGAINST Steven Gilbert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tri Pointe Homes, Inc.	04/17/2024	Management	2	Elect Director Lawrence B. Burrows	For	For	For	For	Votes AGAINST Steven Gilbert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tri Pointe Homes, Inc.	04/17/2024	Management	3	Elect Director Steven J. Gilbert	For	For	Against	Against	Votes AGAINST Steven Gilbert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tri Pointe Homes, Inc.	04/17/2024	Management	4	Elect Director R. Kent Grahl	For	For	For	For	Votes AGAINST Steven Gilbert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tri Pointe Homes, Inc.	04/17/2024	Management	5	Elect Director Vicki D. McWilliams	For	For	For	For	Votes AGAINST Steven Gilbert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tri Pointe Homes, Inc.	04/17/2024	Management	6	Elect Director Constance B. Moore	For	For	For	For	Votes AGAINST Steven Gilbert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tri Pointe Homes, Inc.	04/17/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tri Pointe Homes, Inc.	04/17/2024	Management	8	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TriCo Bancshares	05/23/2024	Management	1	Elect Director Kirsten E. Garen	For	For	For	For	WITHHOLD votes for Cory Giese and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/23/2024	Management	2	Elect Director Cory W. Giese	For	For	Withhold	Withhold	WITHHOLD votes for Cory Giese and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/23/2024	Management	3	Elect Director John S. A. Hasbrook	For	For	Withhold	Withhold	WITHHOLD votes for Cory Giese and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/23/2024	Management	4	Elect Director Margaret L. Kane	For	For	For	For	WITHHOLD votes for Cory Giese and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/23/2024	Management	5	Elect Director Michael W. Koehnen	For	For	For	For	WITHHOLD votes for Cory Giese and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/23/2024	Management	6	Elect Director Anthony L. Leggio	For	For	For	For	WITHHOLD votes for Cory Giese and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/23/2024	Management	7	Elect Director Martin A. Mariani	For	For	For	For	WITHHOLD votes for Cory Giese and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/23/2024	Management	8	Elect Director Thomas C. McGraw	For	For	For	For	WITHHOLD votes for Cory Giese and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/23/2024	Management	9	Elect Director Jon Y. Nakamura	For	For	For	For	WITHHOLD votes for Cory Giese and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/23/2024	Management	10	Elect Director Richard P. Smith	For	For	For	For	WITHHOLD votes for Cory Giese and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TriCo Bancshares	05/23/2024	Management	11	Elect Director Kimberley H. Vogel	For	For	For	For	WITHHOLD votes for Cory Giese and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/23/2024	Management	12	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards
TriCo Bancshares	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
TriCo Bancshares	05/23/2024	Management	14	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
TriMas Corporation	05/14/2024	Management	1	Elect Director Nick L. Stanage	For	For	For	For	WITHHOLD votes for Daniel Tredwell are warranted for serving as a non-independent member of a key board committee. A vote FOR Nick L. Stanage is warranted.
TriMas Corporation	05/14/2024	Management	2	Elect Director Daniel P. Tredwell	For	For	Withhold	Withhold	WITHHOLD votes for Daniel Tredwell are warranted for serving as a non-independent member of a key board committee. A vote FOR Nick L. Stanage is warranted.
TriMas Corporation	05/14/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TriMas Corporation	05/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
TriNet Group, Inc.	05/23/2024	Management	1	Elect Director Ralph A. Clark	For	For	For	For	A vote FOR all director nominees is warranted.
TriNet Group, Inc.	05/23/2024	Management	2	Elect Director Maria Contreras-Sweet	For	For	For	For	A vote FOR all director nominees is warranted.
TriNet Group, Inc.	05/23/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
TriNet Group, Inc.	05/23/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trinity Industries, Inc.	05/20/2024	Management	1	Elect Director William P. Ainsworth	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/20/2024	Management	2	Elect Director Robert C. Biesterfeld, Jr.	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/20/2024	Management	3	Elect Director John J. Diez	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/20/2024	Management	4	Elect Director Leldon E. Echols	For	For	Against	Against	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/20/2024	Management	5	Elect Director Veena M. Lakkundi	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/20/2024	Management	6	Elect Director S. Todd Maclin	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/20/2024	Management	7	Elect Director E. Jean Savage	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/20/2024	Management	8	Elect Director Dunia A. Shive	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/20/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Trinity Industries, Inc.	05/20/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trinseo Plc	06/26/2024	Management	1	Elect Director K'lynn Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo Plc	06/26/2024	Management	2	Elect Director Joseph Alvarado	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo Plc	06/26/2024	Management	3	Elect Director Frank A. Bozich	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo Plc	06/26/2024	Management	4	Elect Director Victoria Brifo	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo Plc	06/26/2024	Management	5	Elect Director Jeffrey J. Cote	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo Plc	06/26/2024	Management	6	Elect Director Pierre-Marie De Leener	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo Plc	06/26/2024	Management	7	Elect Director Jeanmarie Desmond	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo Plc	06/26/2024	Management	8	Elect Director Matthew Farrell	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo Plc	06/26/2024	Management	9	Elect Director Sandra Beach Lin	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Trinseo Plc	06/26/2024	Management	10	Elect Director Henri Steinmetz	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo Plc	06/26/2024	Management	11	Elect Director Mark Tomkins	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo Plc	06/26/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Trinseo Plc	06/26/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors and Authorize Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trinseo Plc	06/26/2024	Management	14	Grant Board the Authority to Issue Shares Under Irish Law	For	For	Against	Against	A vote AGAINST Item 4 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 5 is warranted because the proposed amount and duration are within recommended limits.
Trinseo Plc	06/26/2024	Management	15	Grant Board the Authority to Opt-Out of Statutory Pre-emption Rights Under Irish Law	For	For	For	For	A vote AGAINST Item 4 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 5 is warranted because the proposed amount and duration are within recommended limits.
Trinseo Plc	06/26/2024	Management	16	Determine Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this proposal is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
TripAdvisor, Inc.	06/11/2024	Management	1	Elect Director Gregory B. Maffei	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
TripAdvisor, Inc.	06/11/2024	Management	2	Elect Director Matt Goldberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TripAdvisor, Inc.	06/11/2024	Management	3	Elect Director Jay C. Hoag	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
TripAdvisor, Inc.	06/11/2024	Management	4	Elect Director Betsy L. Morgan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
TripAdvisor, Inc.	06/11/2024	Management	5	Elect Director M. Greg O'Hara	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TripAdvisor, Inc.	06/11/2024	Management	6	Elect Director Jeremy Philips	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
TripAdvisor, Inc.	06/11/2024	Management	7	Elect Director Albert E. Rosenthaler	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
TripAdvisor, Inc.	06/11/2024	Management	8	Elect Director Jane Jie Sun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TripAdvisor, Inc.	06/11/2024	Management	9	Elect Director Trynka Shineman Blake	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
TripAdvisor, Inc.	06/11/2024	Management	10	Elect Director Robert S. Wiesenthal	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
TripAdvisor, Inc.	06/11/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TripAdvisor, Inc.	06/11/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
TripAdvisor, Inc.	06/11/2024	Management	13	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TripAdvisor, Inc.	06/11/2024	Shareholder	14	Report on Implementation of Global Human Rights Policy Concerning Operations in Conflict Affected and High-Risk Areas *Withdrawn Resolution*					
Triumph Financial, Inc.	04/23/2024	Management	1	Elect Director Carlos M. Sepulveda, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman, and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis, and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Triumph Financial, Inc.	04/23/2024	Management	2	Elect Director Aaron P. Graft	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman, and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis, and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/23/2024	Management	3	Elect Director Charles A. Anderson	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman, and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis, and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/23/2024	Management	4	Elect Director Harrison B. Barnes	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman, and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis, and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/23/2024	Management	5	Elect Director Debra A. Bradford	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman, and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis, and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/23/2024	Management	6	Elect Director Richard L. Davis	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman, and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis, and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/23/2024	Management	7	Elect Director Davis Deadman	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman, and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis, and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/23/2024	Management	8	Elect Director Laura K. Easley	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman, and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis, and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/23/2024	Management	9	Elect Director Maribess L. Miller	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman, and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis, and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Triumph Financial, Inc.	04/23/2024	Management	10	Elect Director Michael P. Rafferty	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman, and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis, and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/23/2024	Management	11	Elect Director C. Todd Sparks	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman, and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis, and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Triumph Financial, Inc.	04/23/2024	Management	13	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TruBridge, Inc.	05/09/2024	Management	1	Elect Director Mark V. Anquillare	For	For	For	For	A vote FOR all directors is warranted.
TruBridge, Inc.	05/09/2024	Management	2	Elect Director Glenn P. Tobin	For	For	For	For	A vote FOR all directors is warranted.
TruBridge, Inc.	05/09/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
TruBridge, Inc.	05/09/2024	Management	4	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
TrueBlue, Inc.	05/15/2024	Management	1	Elect Director Colleen B. Brown	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/15/2024	Management	2	Elect Director William C. Goings	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/15/2024	Management	3	Elect Director Kim Harris Jones	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/15/2024	Management	4	Elect Director R. Chris Kreidler	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/15/2024	Management	5	Elect Director Sonita Lontoh	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/15/2024	Management	6	Elect Director Taryn R. Owen	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/15/2024	Management	7	Elect Director Paul G. Reitz	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/15/2024	Management	8	Elect Director Jeffrey B. Sakaguchi	For	For	Against	Against	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/15/2024	Management	9	Elect Director Kristi A. Savacool	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
TrueBlue, Inc.	05/15/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
TrueBlue, Inc.	05/15/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years. A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TrueCar, Inc.	05/23/2024	Management	1	Elect Director Barbara A. Carbone	For	For	For	For	A vote FOR all director nominees is warranted.
TrueCar, Inc.	05/23/2024	Management	2	Elect Director Jantoon E. Reigersman	For	For	For	For	A vote FOR all director nominees is warranted.
TrueCar, Inc.	05/23/2024	Management	3	Elect Director Diego A. Rodriguez	For	For	For	For	A vote FOR all director nominees is warranted.
TrueCar, Inc.	05/23/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TrueCar, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
TrueCar, Inc.	05/23/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TrustCo Bank Corp NY	05/21/2024	Management	1	Elect Director Steffani Cotugno	For	For	For	For	Votes AGAINST Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/21/2024	Management	2	Elect Director Brian C. Flynn	For	For	For	For	Votes AGAINST Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/21/2024	Management	3	Elect Director Lisa M. Lucarelli	For	For	For	For	Votes AGAINST Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/21/2024	Management	4	Elect Director Thomas O. Maggs	For	For	Against	Against	Votes AGAINST Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/21/2024	Management	5	Elect Director Anthony J. Marinello	For	For	Against	Against	Votes AGAINST Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/21/2024	Management	6	Elect Director Robert J. McCormick	For	For	For	For	Votes AGAINST Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/21/2024	Management	7	Elect Director Curtis N. Powell	For	For	For	For	Votes AGAINST Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/21/2024	Management	8	Elect Director Kimberly Adams Russell	For	For	For	For	Votes AGAINST Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/21/2024	Management	9	Elect Director Frank B. Silverman	For	For	For	For	Votes AGAINST Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the problematic provision of tax gross-ups on certain executives' benefits and perquisites.
TrustCo Bank Corp NY	05/21/2024	Management	11	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trustmark Corporation	04/23/2024	Management	1	Elect Director Adolphus B. Baker	For	For	Against	Against	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/23/2024	Management	2	Elect Director William A. Brown	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/23/2024	Management	3	Elect Director Augustus L. Collins	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Trustmark Corporation	04/23/2024	Management	4	Elect Director Tracy T. Conerly	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/23/2024	Management	5	Elect Director Duane A. Dewey	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/23/2024	Management	6	Elect Director Marcelo Eduardo	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/23/2024	Management	7	Elect Director J. Clay Hays, Jr.	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/23/2024	Management	8	Elect Director Gerard R. Host	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/23/2024	Management	9	Elect Director Harris V. Morrisette	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/23/2024	Management	10	Elect Director Richard H. Puckett	For	For	Against	Against	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/23/2024	Management	11	Elect Director William G. Yates, III	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Trustmark Corporation	04/23/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Trustmark Corporation	04/23/2024	Management	14	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TTEC Holdings, Inc.	05/22/2024	Management	1	Elect Director Kenneth D. Tuchman	For	For	For	For	WITHHOLD votes for Gregory (Greg) Conley and Robert Frerichs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/22/2024	Management	2	Elect Director Steven J. Anenen	For	For	For	For	WITHHOLD votes for Gregory (Greg) Conley and Robert Frerichs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/22/2024	Management	3	Elect Director Tracy L. Bahl	For	For	For	For	WITHHOLD votes for Gregory (Greg) Conley and Robert Frerichs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/22/2024	Management	4	Elect Director Gregory A. Conley	For	For	Withhold	Withhold	WITHHOLD votes for Gregory (Greg) Conley and Robert Frerichs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/22/2024	Management	5	Elect Director Robert N. Frerichs	For	For	Withhold	Withhold	WITHHOLD votes for Gregory (Greg) Conley and Robert Frerichs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/22/2024	Management	6	Elect Director Marc L. Holtzman	For	For	For	For	WITHHOLD votes for Gregory (Greg) Conley and Robert Frerichs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TTEC Holdings, Inc.	05/22/2024	Management	7	Elect Director Gina L. Loften	For	For	For	For	WITHHOLD votes for Gregory (Greg) Conley and Robert Frerichs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/22/2024	Management	8	Elect Director Ekta Singh-Bushell	For	For	For	For	WITHHOLD votes for Gregory (Greg) Conley and Robert Frerichs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/22/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TTEC Holdings, Inc.	05/22/2024	Management	10	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
TTM Technologies, Inc.	05/08/2024	Management	1	Elect Director Rex D. Geveden	For	For	For	For	WITHHOLD votes for non-independent nominee John Mayer are warranted for lack of a majority independent board. WITHHOLD votes for John Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TTM Technologies, Inc.	05/08/2024	Management	2	Elect Director Pamela B. Jackson	For	For	For	For	WITHHOLD votes for non-independent nominee John Mayer are warranted for lack of a majority independent board. WITHHOLD votes for John Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TTM Technologies, Inc.	05/08/2024	Management	3	Elect Director John G. Mayer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee John Mayer are warranted for lack of a majority independent board. WITHHOLD votes for John Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TTM Technologies, Inc.	05/08/2024	Management	4	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
TTM Technologies, Inc.	05/08/2024	Management	5	Amend Certificate of Incorporation to Provide Directors May Be Removed With or Without Cause	For	For	For	For	A vote FOR this proposal is warranted as the ability to remove directors with or without cause is considered to enhance shareholder rights.
TTM Technologies, Inc.	05/08/2024	Management	6	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
TTM Technologies, Inc.	05/08/2024	Management	7	Amend Bylaws Board-Related	For	For	For	For	The proposed amendments do not materially alter shareholder rights. As such, support FOR this proposal is warranted.
TTM Technologies, Inc.	05/08/2024	Management	8	Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments would either enhance or be neutral to board accountability and shareholder rights.
TTM Technologies, Inc.	05/08/2024	Management	9	Eliminate Supermajority Vote Requirement to Make Certain Amendments to By-Laws	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
TTM Technologies, Inc.	05/08/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
TTM Technologies, Inc.	05/08/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Turning Point Brands, Inc.	05/01/2024	Management	1	Elect Director Gregory H. A. Baxter	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Glazek, Graham Purdy, Gregory Baxter, H. C. Charles (Charlie) Diao and Lawrence (Larry) Wexler are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Audit Committee members Ashley Davis Frushone, Gregory Baxter, and H. C. Charles (Charlie) Diao for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Gregory Baxter and H. C. Charles (Charlie) Diao are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Turning Point Brands, Inc.	05/01/2024	Management	2	Elect Director John A. Catsimatidis, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees David Glazek, Graham Purdy, Gregory Baxter, H. C. Charles (Charlie) Diao and Lawrence (Larry) Wexler are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Audit Committee members Ashley Davis Frushone, Gregory Baxter, and H. C. Charles (Charlie) Diao for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Gregory Baxter and H. C. Charles (Charlie) Diao are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Turning Point Brands, Inc.	05/01/2024	Management	3	Elect Director H.C. Charles Diao	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Glazek, Graham Purdy, Gregory Baxter, H. C. Charles (Charlie) Diao and Lawrence (Larry) Wexler are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Audit Committee members Ashley Davis Frushone, Gregory Baxter, and H. C. Charles (Charlie) Diao for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Gregory Baxter and H. C. Charles (Charlie) Diao are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Turning Point Brands, Inc.	05/01/2024	Management	4	Elect Director Ashley Davis Frushone	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Glazek, Graham Purdy, Gregory Baxter, H. C. Charles (Charlie) Diao and Lawrence (Larry) Wexler are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Audit Committee members Ashley Davis Frushone, Gregory Baxter, and H. C. Charles (Charlie) Diao for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Gregory Baxter and H. C. Charles (Charlie) Diao are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Turning Point Brands, Inc.	05/01/2024	Management	5	Elect Director David E. Glazek	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Glazek, Graham Purdy, Gregory Baxter, H. C. Charles (Charlie) Diao and Lawrence (Larry) Wexler are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Audit Committee members Ashley Davis Frushone, Gregory Baxter, and H. C. Charles (Charlie) Diao for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Gregory Baxter and H. C. Charles (Charlie) Diao are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Turning Point Brands, Inc.	05/01/2024	Management	6	Elect Director Graham A. Purdy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Glazek, Graham Purdy, Gregory Baxter, H. C. Charles (Charlie) Diao and Lawrence (Larry) Wexler are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Audit Committee members Ashley Davis Frushone, Gregory Baxter, and H. C. Charles (Charlie) Diao for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Gregory Baxter and H. C. Charles (Charlie) Diao are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Turning Point Brands, Inc.	05/01/2024	Management	7	Elect Director Rohith Reddy	For	For	For	For	WITHHOLD votes for non-independent nominees David Glazek, Graham Purdy, Gregory Baxter, H. C. Charles (Charlie) Diao and Lawrence (Larry) Wexler are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Audit Committee members Ashley Davis Frushone, Gregory Baxter, and H. C. Charles (Charlie) Diao for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Gregory Baxter and H. C. Charles (Charlie) Diao are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Turning Point Brands, Inc.	05/01/2024	Management	8	Elect Director Stephen Usher	For	For	For	For	WITHHOLD votes for non-independent nominees David Glazek, Graham Purdy, Gregory Baxter, H. C. Charles (Charlie) Diao and Lawrence (Larry) Wexler are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Audit Committee members Ashley Davis Frushone, Gregory Baxter, and H. C. Charles (Charlie) Diao for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Gregory Baxter and H. C. Charles (Charlie) Diao are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Turning Point Brands, Inc.	05/01/2024	Management	9	Elect Director Lawrence S. Wexler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Glazek, Graham Purdy, Gregory Baxter, H. C. Charles (Charlie) Diao and Lawrence (Larry) Wexler are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Audit Committee members Ashley Davis Frushone, Gregory Baxter, and H. C. Charles (Charlie) Diao for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Gregory Baxter and H. C. Charles (Charlie) Diao are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Turning Point Brands, Inc.	05/01/2024	Management	10	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Turning Point Brands, Inc.	05/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Turtle Beach Corporation	06/11/2024	Management	1	Elect Director Terry Jimenez	For	For	For	For	Votes AGAINST Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	06/11/2024	Management	2	Elect Director L. Gregory Ballard	For	For	For	For	Votes AGAINST Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	06/11/2024	Management	3	Elect Director Cris Keirn	For	For	For	For	Votes AGAINST Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	06/11/2024	Management	4	Elect Director David Muscatel	For	For	For	For	Votes AGAINST Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	06/11/2024	Management	5	Elect Director Katherine L. Scherping	For	For	For	For	Votes AGAINST Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	06/11/2024	Management	6	Elect Director Julia W. Sze	For	For	For	For	Votes AGAINST Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	06/11/2024	Management	7	Elect Director Andrew Wolfe	For	For	Against	Against	Votes AGAINST Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	06/11/2024	Management	8	Elect Director William Wyatt	For	For	For	For	Votes AGAINST Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	06/11/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Turtle Beach Corporation	06/11/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tutor Perini Corporation	05/22/2024	Management	1	Elect Director Ronald N. Tutor	For	For	For	For	WITHHOLD votes for Raymond Oneglia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tutor Perini Corporation	05/22/2024	Management	2	Elect Director Peter Arkley	For	For	For	For	WITHHOLD votes for Raymond Oneglia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tutor Perini Corporation	05/22/2024	Management	3	Elect Director Jigisha Desai	For	For	For	For	WITHHOLD votes for Raymond Oneglia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tutor Perini Corporation	05/22/2024	Management	4	Elect Director Sidney J. Feltenstein	For	For	For	For	WITHHOLD votes for Raymond Oneglia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tutor Perini Corporation	05/22/2024	Management	5	Elect Director Robert C. Lieber	For	For	For	For	WITHHOLD votes for Raymond Oneglia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tutor Perini Corporation	05/22/2024	Management	6	Elect Director Dennis D. Oklak	For	For	For	For	WITHHOLD votes for Raymond Oneglia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tutor Perini Corporation	05/22/2024	Management	7	Elect Director Raymond R. Oneglia	For	For	Withhold	Withhold	WITHHOLD votes for Raymond Oneglia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tutor Perini Corporation	05/22/2024	Management	8	Elect Director Dale Anne Reiss	For	For	For	For	WITHHOLD votes for Raymond Oneglia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tutor Perini Corporation	05/22/2024	Management	9	Elect Director Shahrokh ("Rock") Shah	For	For	For	For	WITHHOLD votes for Raymond Oneglia are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tutor Perini Corporation	05/22/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tutor Perini Corporation	05/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Tutor Perini Corporation	05/22/2024	Management	12	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted given that a majority vote standard in uncontested director elections will provide shareholders with a more meaningful voice while improving director accountability.
Twist Bioscience Corporation	02/06/2024	Management	1	Elect Director Emily M. Leproust	For	Withhold	Withhold	Withhold	In the absence of Audit Committee members on the ballot, WITHHOLD vote are warranted for all incumbent director nominees for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes are warranted for Governance Committee member Robert (Rob) Chess given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Twist Bioscience Corporation	02/06/2024	Management	2	Elect Director Robert Chess	For	Withhold	Withhold	Withhold	In the absence of Audit Committee members on the ballot, WITHHOLD vote are warranted for all incumbent director nominees for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes are warranted for Governance Committee member Robert (Rob) Chess given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Twist Bioscience Corporation	02/06/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Twist Bioscience Corporation	02/06/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
U.S. Silica Holdings, Inc.	05/09/2024	Management	1	Elect Director Simon Bates	For	For	For	For	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/09/2024	Management	2	Elect Director Peter C. Bernard	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/09/2024	Management	3	Elect Director Diane K. Duren	For	For	For	For	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/09/2024	Management	4	Elect Director William J. Kacal	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/09/2024	Management	5	Elect Director Sandra R. Rogers	For	For	For	For	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/09/2024	Management	6	Elect Director Charles W. Shaver	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/09/2024	Management	7	Elect Director Bryan A. Shinn	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/09/2024	Management	8	Elect Director Jimmi Sue Smith	For	For	For	For	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/09/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
U.S. Silica Holdings, Inc.	05/09/2024	Management	10	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
U.S. Silica Holdings, Inc.	05/09/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
UFP Industries, Inc.	04/24/2024	Management	1	Elect Director Matthew J. Missad	For	For	For	For	Votes AGAINST Thomas (Tom) Rhodes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Industries, Inc.	04/24/2024	Management	2	Elect Director Thomas W. Rhodes	For	For	Against	Against	Votes AGAINST Thomas (Tom) Rhodes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Industries, Inc.	04/24/2024	Management	3	Elect Director Brian C. Walker	For	For	For	For	Votes AGAINST Thomas (Tom) Rhodes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Industries, Inc.	04/24/2024	Management	4	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
UFP Industries, Inc.	04/24/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UFP Industries, Inc.	04/24/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
UFP Technologies, Inc.	06/05/2024	Management	1	Elect Director R. Jeffrey Bailly	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Technologies, Inc.	06/05/2024	Management	2	Elect Director Thomas Oberdorf	For	For	Withhold	Withhold	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Technologies, Inc.	06/05/2024	Management	3	Elect Director Marc Kozin	For	For	Withhold	Withhold	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Technologies, Inc.	06/05/2024	Management	4	Elect Director Daniel C. Croteau	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Technologies, Inc.	06/05/2024	Management	5	Elect Director Cynthia L. Feldmann	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Technologies, Inc.	06/05/2024	Management	6	Elect Director Joseph John Hassett	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Technologies, Inc.	06/05/2024	Management	7	Elect Director Symeria Hudson	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Technologies, Inc.	06/05/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
UFP Technologies, Inc.	06/05/2024	Management	9	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UGI Corporation	01/26/2024	Management	1	Elect Director Mario Longhi	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	2	Elect Director M. Shawn Bort	For	For	Against	Against	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	3	Elect Director Theodore A. Dosch	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	4	Elect Director Alan N. Harris	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	5	Elect Director William J. Marrazzo	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
UGI Corporation	01/26/2024	Management	6	Elect Director Cindy J. Miller	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	7	Elect Director Roger Perreault - Withdrawn					
UGI Corporation	01/26/2024	Management	8	Elect Director Kelly A. Romano	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	9	Elect Director Santiago Seage	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
UGI Corporation	01/26/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ultra Clean Holdings, Inc.	05/22/2024	Management	1	Elect Director Clarence L. Granger	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/22/2024	Management	2	Elect Director James P. Scholhamer	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/22/2024	Management	3	Elect Director David T. ibnAle	For	For	Against	Against	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/22/2024	Management	4	Elect Director Emily M. Liggett	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/22/2024	Management	5	Elect Director Thomas T. Edman	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/22/2024	Management	6	Elect Director Barbara V. Scherer	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/22/2024	Management	7	Elect Director Ernest E. Maddock	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/22/2024	Management	8	Elect Director Jacqueline A. Seto	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/22/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Ultra Clean Holdings, Inc.	05/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
UMB Financial Corporation	04/30/2024	Management	1	Elect Director Robin C. Beery	For	For	For	For	Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/30/2024	Management	2	Elect Director Janine A. Davidson	For	For	For	For	Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/30/2024	Management	3	Elect Director Kevin C. Gallagher	For	For	Against	Against	Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/30/2024	Management	4	Elect Director Greg M. Graves	For	For	Against	Against	Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/30/2024	Management	5	Elect Director J. Mariner Kemper	For	For	For	For	Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
UMB Financial Corporation	04/30/2024	Management	6	Elect Director Gordon E. Lansford, III	For	For	For	For	Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/30/2024	Management	7	Elect Director Timothy R. Murphy	For	For	For	For	Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/30/2024	Management	8	Elect Director Tamara (Tammy) M. Peterman	For	For	For	For	Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/30/2024	Management	9	Elect Director Kris A. Robbins	For	For	Against	Against	Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/30/2024	Management	10	Elect Director L. Joshua Sosland	For	For	Against	Against	Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/30/2024	Management	11	Elect Director Leroy J. Williams, Jr.	For	For	For	For	Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
UMB Financial Corporation	04/30/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UMB Financial Corporation	04/30/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
UniFirst Corporation	01/09/2024	Management	1	Elect Director Michael landoli	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Michael landoli are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee member Michael landoli are further warranted for maintaining a dual-class structure that is not subject to a reasonable time-based provision. A vote FOR Joseph M. Nowicki is warranted.
UniFirst Corporation	01/09/2024	Management	2	Elect Director Joseph M. Nowicki	For	For	For	For	WITHHOLD votes for non-independent nominee Michael landoli are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee member Michael landoli are further warranted for maintaining a dual-class structure that is not subject to a reasonable time-based provision. A vote FOR Joseph M. Nowicki is warranted.
UniFirst Corporation	01/09/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
UniFirst Corporation	01/09/2024	Management	4	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
UniFirst Corporation	01/09/2024	Management	5	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. In addition, the plan allows for single-trigger vesting of time-based awards in the event of a change-in-control.
UniFirst Corporation	01/09/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Unisys Corporation	05/01/2024	Management	1	Elect Director Peter A. Altabef	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/01/2024	Management	2	Elect Director Nathaniel A. Davis	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Unisys Corporation	05/01/2024	Management	3	Elect Director Matthew J. Desch	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/01/2024	Management	4	Elect Director Philippe Germond	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/01/2024	Management	5	Elect Director Deborah Lee James	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/01/2024	Management	6	Elect Director John A. Kritzmacher	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/01/2024	Management	7	Elect Director Paul E. Martin	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/01/2024	Management	8	Elect Director Regina Paolillo	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/01/2024	Management	9	Elect Director Troy K. Richardson	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/01/2024	Management	10	Elect Director Lee D. Roberts	For	For	Against	Against	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/01/2024	Management	11	Elect Director Roxanne Taylor	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/01/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Unisys Corporation	05/01/2024	Management	13	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Unisys Corporation	05/01/2024	Management	14	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.64 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
United Bankshares, Inc.	05/15/2024	Management	1	Elect Director Richard M. Adams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/15/2024	Management	2	Elect Director Richard M. Adams, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/15/2024	Management	3	Elect Director Charles L. Capito, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Bankshares, Inc.	05/15/2024	Management	4	Elect Director Peter A. Converse	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/15/2024	Management	5	Elect Director Michael P. Fitzgerald	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/15/2024	Management	6	Elect Director Patrice A. Harris	For	For	For	For	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/15/2024	Management	7	Elect Director Diana Lewis Jackson	For	For	For	For	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/15/2024	Management	8	Elect Director J. Paul McNamara	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/15/2024	Management	9	Elect Director Mark R. Nesselroad	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/15/2024	Management	10	Elect Director Lacy I. Rice, III	For	For	For	For	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Bankshares, Inc.	05/15/2024	Management	11	Elect Director Albert H. Small, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/15/2024	Management	12	Elect Director Mary K. Weddle	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/15/2024	Management	13	Elect Director Gary G. White	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/15/2024	Management	14	Elect Director P. Clinton Winter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard M. Adams, Richard M. Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Mary Weddle, Charles Capito Jr., and Gary White are warranted for lack of a majority independent board.WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle, and Gary White are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/15/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Bankshares, Inc.	05/15/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
United Community Banks, Inc.	05/15/2024	Management	1	Elect Director Jennifer M. Bazante	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/15/2024	Management	2	Elect Director George B. Bell	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/15/2024	Management	3	Elect Director James P. Clements	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/15/2024	Management	4	Elect Director Kenneth L. Daniels	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/15/2024	Management	5	Elect Director Lance F. Drummond	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/15/2024	Management	6	Elect Director H. Lynn Harton	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Community Banks, Inc.	05/15/2024	Management	7	Elect Director John M. James	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/15/2024	Management	8	Elect Director Jennifer K. Mann	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/15/2024	Management	9	Elect Director Thomas A. Richlovsky	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/15/2024	Management	10	Elect Director David C. Shaver	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/15/2024	Management	11	Elect Director Tim R. Wallis	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/15/2024	Management	12	Elect Director David H. Wilkins	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
United Community Banks, Inc.	05/15/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Fire Group, Inc.	05/15/2024	Management	1	Elect Director Christopher R. Drahozal	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Drahozal and George Milligan are warranted for lack of a majority independent board. Votes AGAINST Christopher Drahozal and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Fire Group, Inc.	05/15/2024	Management	2	Elect Director Mark A. Green	For	For	For	For	Votes AGAINST non-independent nominees Christopher Drahozal and George Milligan are warranted for lack of a majority independent board. Votes AGAINST Christopher Drahozal and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Fire Group, Inc.	05/15/2024	Management	3	Elect Director Lura E. McBride	For	For	For	For	Votes AGAINST non-independent nominees Christopher Drahozal and George Milligan are warranted for lack of a majority independent board. Votes AGAINST Christopher Drahozal and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Fire Group, Inc.	05/15/2024	Management	4	Elect Director George D. Milligan	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Drahozal and George Milligan are warranted for lack of a majority independent board. Votes AGAINST Christopher Drahozal and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Fire Group, Inc.	05/15/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Fire Group, Inc.	05/15/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
United Parks & Resorts Inc.	03/25/2024	Management	1	Amend Stockholders Agreement	For	For	For	For	Cautionary support FOR Items 1 and 2 is warranted. Concerns are highlighted regarding the potential increase to Hill Path's already significant level of ownership and influence as a result of the proposed repurchase of shares. However, the company appears to have taken steps to sufficiently mitigate conflicts of interest and protect unaffiliated shareholders from economic and governance risks resulting from the transaction.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Parks & Resorts Inc.	03/25/2024	Management	2	Authorize Share Repurchase Program	For	For	For	For	Cautionary support FOR Items 1 and 2 is warranted. Concerns are highlighted regarding the potential increase to Hill Path's already significant level of ownership and influence as a result of the proposed repurchase of shares. However, the company appears to have taken steps to sufficiently mitigate conflicts of interest and protect unaffiliated shareholders from economic and governance risks resulting from the transaction.
United States Cellular Corporation	05/21/2024	Management	1	Elect Director Harry J. Harczak, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Harry Harczak Jr., Gregory (Greg) Josefowicz and Cecelia Stewart are warranted for lack of a majority independent board. WITHHOLD votes for Harry Harczak Jr., Gregory (Greg) Josefowicz and Cecelia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR incumbent director Xavier Williams is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision.
United States Cellular Corporation	05/21/2024	Management	2	Elect Director Gregory P. Josefowicz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Harry Harczak Jr., Gregory (Greg) Josefowicz and Cecelia Stewart are warranted for lack of a majority independent board. WITHHOLD votes for Harry Harczak Jr., Gregory (Greg) Josefowicz and Cecelia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR incumbent director Xavier Williams is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision.
United States Cellular Corporation	05/21/2024	Management	3	Elect Director Cecelia D. Stewart	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Harry Harczak Jr., Gregory (Greg) Josefowicz and Cecelia Stewart are warranted for lack of a majority independent board. WITHHOLD votes for Harry Harczak Jr., Gregory (Greg) Josefowicz and Cecelia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR incumbent director Xavier Williams is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision.
United States Cellular Corporation	05/21/2024	Management	4	Elect Director Xavier D. Williams	For	For	For	For	WITHHOLD votes for non-independent nominees Harry Harczak Jr., Gregory (Greg) Josefowicz and Cecelia Stewart are warranted for lack of a majority independent board. WITHHOLD votes for Harry Harczak Jr., Gregory (Greg) Josefowicz and Cecelia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR incumbent director Xavier Williams is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision.
United States Cellular Corporation	05/21/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United States Cellular Corporation	05/21/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
United States Steel Corporation	04/12/2024	Management	1	Approve Merger Agreement	For	For	For	For	The sales process was thorough, shareholders are receiving a sizable premium, there is a potential downside risk of non-approval, and there is certainty of value in NCS's cash offer. Despite concerns regarding regulatory approval, there are no alternative offers for shareholders to consider at this time. Given these factors, support FOR the proposed transaction is warranted.
United States Steel Corporation	04/12/2024	Management	2	Advisory Vote on Golden Parachutes	For	Against	Against	Against	Although potential cash severance is reasonable, there are significant concerns regarding equity award treatment. NEOs' outstanding equity awards will auto-accelerate (single trigger), and performance awards may be settled at the maximum level of performance, which is considered problematic. Accordingly, a vote AGAINST this proposal is warranted.
United States Steel Corporation	04/12/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United States Steel Corporation	04/30/2024	Management	1	Elect Director Tracy A. Atkinson	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	2	Elect Director Andrea J. Ayers	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	3	Elect Director David B. Burritt	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	4	Elect Director Alicia J. Davis	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	5	Elect Director Terry L. Dunlap	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	6	Elect Director John J. Engel	For	For	Against	Against	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	7	Elect Director John V. Faraci	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	8	Elect Director Murry S. Gerber	For	For	Against	Against	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	9	Elect Director Jeh C. Johnson	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	10	Elect Director Paul A. Mascarenas	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	11	Elect Director Michael H. McGarry	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	12	Elect Director David S. Sutherland	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	13	Elect Director Patricia A. Tracey	For	For	Against	Against	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
United States Steel Corporation	04/30/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Unitil Corporation	05/01/2024	Management	1	Elect Director Suzanne Foster	For	For	For	For	A vote FOR all director nominees is warranted.
Unitil Corporation	05/01/2024	Management	2	Elect Director Thomas P. Meissner, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Unitil Corporation	05/01/2024	Management	3	Elect Director Justine Vogel	For	For	For	For	A vote FOR all director nominees is warranted.
Unitil Corporation	05/01/2024	Management	4	Amend Restricted Stock Plan	For	For	Against	Against	Votes AGAINST this proposal are warranted because:- The plan provides for single-trigger vesting of awards in the event of a change in-control.- The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Unitil Corporation	05/01/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Unitil Corporation	05/01/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Unity Bancorp, Inc.	04/25/2024	Management	1	Elect Director Mark S. Brody	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Brody, Raj Patel and Donald Souders Jr. are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee.
Unity Bancorp, Inc.	04/25/2024	Management	2	Elect Director Raj Patel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Brody, Raj Patel and Donald Souders Jr. are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee.
Unity Bancorp, Inc.	04/25/2024	Management	3	Elect Director Donald E. Souders, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Brody, Raj Patel and Donald Souders Jr. are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee.
Unity Bancorp, Inc.	04/25/2024	Management	4	Ratify Wolf & Company P.C. as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Unity Bancorp, Inc.	04/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single-trigger change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
Universal Display Corporation	06/20/2024	Management	1	Elect Director Steven V. Abramson	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	2	Elect Director Nigel Brown	For	For	For	For	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	3	Elect Director Cynthia J. Comparin	For	For	For	For	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	4	Elect Director Richard C. Elias	For	For	For	For	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	5	Elect Director Elizabeth H. Gemmill	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Display Corporation	06/20/2024	Management	6	Elect Director C. Keith Hartley	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	7	Elect Director Celia M. Joseph	For	For	For	For	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	8	Elect Director Lawrence Lacerte	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	9	Elect Director Joan Lau	For	For	For	For	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	10	Elect Director Sidney D. Rosenblatt	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Pay programs were primarily performance-based with disclosed STI goals and PSUs utilize a multi-year performance period. However, the maximum goal for the most heavily-weighted STI metric was set below the prior year's actual performance without a corresponding pay reduction or rationale for the specific goal-setting, and the metric was achieved above target. Additionally, the proxy does not disclose any forward-looking LTI goals, the maximum PSU vesting opportunity is high and the CEO's equity grant value is relatively large, particularly in the context of negative three-year TSR. Lastly, the company maintains legacy agreements that contain an excise tax gross-up change-in-control provision.
Universal Display Corporation	06/20/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Universal Electronics Inc.	06/11/2024	Management	1	Elect Director Paul D. Arling	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Arling, William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Eric Singer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

# B.1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Electronics Inc.	06/11/2024	Management	2	Elect Director William C. Mulligan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Arling, William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Eric Singer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Universal Electronics Inc.	06/11/2024	Management	3	Elect Director Satjiv S. Chahil	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Arling, William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Eric Singer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Universal Electronics Inc.	06/11/2024	Management	4	Elect Director Sue Ann R. Hamilton	For	For	For	For	WITHHOLD votes for non-independent nominees Paul Arling, William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Eric Singer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Universal Electronics Inc.	06/11/2024	Management	5	Elect Director Romulo C. Pontual	For	For	For	For	WITHHOLD votes for non-independent nominees Paul Arling, William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Eric Singer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Universal Electronics Inc.	06/11/2024	Management	6	Elect Director Eric B. Singer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Arling, William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Eric Singer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Universal Electronics Inc.	06/11/2024	Management	7	Elect Director Edward K. Zinser	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Arling, William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Mulligan, Satjiv Chahil and Edward Zinser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Eric Singer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Electronics Inc.	06/11/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100. Concerns are raised with respect to the company's long-term incentive program as fiscal 2023 equity awards were entirely time-vesting, and there was a large increase in underlying shares in connection with equity awards. These concerns are somewhat mitigated at this time as annual incentives were primarily based on pre-set objective measures and did not pay out when goals were unmet. Moreover, the company introduced performance-based equity awards in 2024. However, a vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain modified single-trigger and excise tax gross-up change-in-control provisions.
Universal Electronics Inc.	06/11/2024	Management	9	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.03 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-less than p/greater than Trigger vesting of awards in the event of a change-in-control.
Universal Electronics Inc.	06/11/2024	Management	10	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Insurance Holdings, Inc.	06/13/2024	Management	1	Elect Director Carol G. Barton	For	For	For	For	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Scott Callahan, Kimberly Campos, Ozzie Schindler and Jon Springer are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Scott Callahan and Ozzie Schindler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/13/2024	Management	2	Elect Director Shannon A. Brown	For	For	For	For	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Scott Callahan, Kimberly Campos, Ozzie Schindler and Jon Springer are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Scott Callahan and Ozzie Schindler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/13/2024	Management	3	Elect Director Scott P. Callahan	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Scott Callahan, Kimberly Campos, Ozzie Schindler and Jon Springer are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Scott Callahan and Ozzie Schindler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/13/2024	Management	4	Elect Director Kimberly D. Campos	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Scott Callahan, Kimberly Campos, Ozzie Schindler and Jon Springer are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Scott Callahan and Ozzie Schindler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/13/2024	Management	5	Elect Director Stephen J. Donaghy	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Scott Callahan, Kimberly Campos, Ozzie Schindler and Jon Springer are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Scott Callahan and Ozzie Schindler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Insurance Holdings, Inc.	06/13/2024	Management	6	Elect Director Sean P. Downes	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Scott Callahan, Kimberly Campos, Ozzie Schindler and Jon Springer are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Scott Callahan and Ozzie Schindler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/13/2024	Management	7	Elect Director Marlene M. Gordon	For	For	For	For	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Scott Callahan, Kimberly Campos, Ozzie Schindler and Jon Springer are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Scott Callahan and Ozzie Schindler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/13/2024	Management	8	Elect Director Francis X. McCahill, III	For	For	For	For	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Scott Callahan, Kimberly Campos, Ozzie Schindler and Jon Springer are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Scott Callahan and Ozzie Schindler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/13/2024	Management	9	Elect Director Richard D. Peterson	For	For	For	For	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Scott Callahan, Kimberly Campos, Ozzie Schindler and Jon Springer are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Scott Callahan and Ozzie Schindler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/13/2024	Management	10	Elect Director Michael A. Pietrangelo	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Scott Callahan, Kimberly Campos, Ozzie Schindler and Jon Springer are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Scott Callahan and Ozzie Schindler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/13/2024	Management	11	Elect Director Ozzie A. Schindler	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Scott Callahan, Kimberly Campos, Ozzie Schindler and Jon Springer are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Scott Callahan and Ozzie Schindler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/13/2024	Management	12	Elect Director Jon W. Springer	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Scott Callahan, Kimberly Campos, Ozzie Schindler and Jon Springer are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Scott Callahan and Ozzie Schindler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/13/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.84 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Universal Insurance Holdings, Inc.	06/13/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Insurance Holdings, Inc.	06/13/2024	Management	15	Ratify Plante & Moran, PLLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Logistics Holdings, Inc.	04/24/2024	Management	1	Elect Director Grant E. Belanger	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick (Fred) Calderone, Daniel Deane, Matthew J. Moroun, Michael Regan, Richard Urban, and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane, and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes are also warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity on the board.
Universal Logistics Holdings, Inc.	04/24/2024	Management	2	Elect Director Frederick P. Calderone	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick (Fred) Calderone, Daniel Deane, Matthew J. Moroun, Michael Regan, Richard Urban, and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane, and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes are also warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity on the board.
Universal Logistics Holdings, Inc.	04/24/2024	Management	3	Elect Director Daniel J. Deane	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick (Fred) Calderone, Daniel Deane, Matthew J. Moroun, Michael Regan, Richard Urban, and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane, and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes are also warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity on the board.
Universal Logistics Holdings, Inc.	04/24/2024	Management	4	Elect Director Clarence W. Gooden	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick (Fred) Calderone, Daniel Deane, Matthew J. Moroun, Michael Regan, Richard Urban, and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane, and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes are also warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity on the board.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Logistics Holdings, Inc.	04/24/2024	Management	5	Elect Director Marcus D. Hudson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick (Fred) Calderone, Daniel Deane, Matthew J. Moroun, Michael Regan, Richard Urban, and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane, and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes are also warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity on the board.
Universal Logistics Holdings, Inc.	04/24/2024	Management	6	Elect Director Matthew J. Moroun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick (Fred) Calderone, Daniel Deane, Matthew J. Moroun, Michael Regan, Richard Urban, and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane, and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes are also warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity on the board.
Universal Logistics Holdings, Inc.	04/24/2024	Management	7	Elect Director Matthew T. Moroun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick (Fred) Calderone, Daniel Deane, Matthew J. Moroun, Michael Regan, Richard Urban, and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane, and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes are also warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity on the board.
Universal Logistics Holdings, Inc.	04/24/2024	Management	8	Elect Director Timothy Phillips	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick (Fred) Calderone, Daniel Deane, Matthew J. Moroun, Michael Regan, Richard Urban, and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane, and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes are also warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity on the board.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Logistics Holdings, Inc.	04/24/2024	Management	9	Elect Director Michael A. Regan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick (Fred) Calderone, Daniel Deane, Matthew J. Moroun, Michael Regan, Richard Urban, and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane, and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes are also warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity on the board.
Universal Logistics Holdings, Inc.	04/24/2024	Management	10	Elect Director Richard P. Urban	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick (Fred) Calderone, Daniel Deane, Matthew J. Moroun, Michael Regan, Richard Urban, and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane, and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes are also warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity on the board.
Universal Logistics Holdings, Inc.	04/24/2024	Management	11	Elect Director H. E. "Scott" Wolfe	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick (Fred) Calderone, Daniel Deane, Matthew J. Moroun, Michael Regan, Richard Urban, and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane, and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes are also warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity on the board.
Universal Logistics Holdings, Inc.	04/24/2024	Management	12	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of award.
Universal Logistics Holdings, Inc.	04/24/2024	Management	13	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Universal Stainless & Alloy Products, Inc.	05/08/2024	Management	1	Elect Director Christopher L. Ayers	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Oates, Christopher Zimmer, Christopher (Chris) Ayers, M. David Kornblatt and Udi Toledano are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Ayers, M. David Kornblatt and Udi Toledano are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/08/2024	Management	2	Elect Director Judith L. Bacchus	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Oates, Christopher Zimmer, Christopher (Chris) Ayers, M. David Kornblatt and Udi Toledano are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Ayers, M. David Kornblatt and Udi Toledano are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Stainless & Alloy Products, Inc.	05/08/2024	Management	3	Elect Director M. David Kornblatt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Oates, Christopher Zimmer, Christopher (Chris) Ayers, M. David Kornblatt and Udi Toledano are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Ayers, M. David Kornblatt and Udi Toledano are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/08/2024	Management	4	Elect Director Dennis M. Oates	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Oates, Christopher Zimmer, Christopher (Chris) Ayers, M. David Kornblatt and Udi Toledano are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Ayers, M. David Kornblatt and Udi Toledano are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/08/2024	Management	5	Elect Director Udi Toledano	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Oates, Christopher Zimmer, Christopher (Chris) Ayers, M. David Kornblatt and Udi Toledano are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Ayers, M. David Kornblatt and Udi Toledano are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/08/2024	Management	6	Elect Director Christopher M. Zimmer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Oates, Christopher Zimmer, Christopher (Chris) Ayers, M. David Kornblatt and Udi Toledano are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Ayers, M. David Kornblatt and Udi Toledano are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/08/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Universal Stainless & Alloy Products, Inc.	05/08/2024	Management	8	Ratify EisnerAmper LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Universal Technical Institute, Inc.	03/07/2024	Management	1	Elect Director George W. Brochick	For	For	For	For	Votes AGAINST Linda Srere are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Technical Institute, Inc.	03/07/2024	Management	2	Elect Director William J. Lennox, Jr.	For	For	For	For	Votes AGAINST Linda Srere are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Technical Institute, Inc.	03/07/2024	Management	3	Elect Director Linda J. Srere	For	For	Against	Against	Votes AGAINST Linda Srere are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Technical Institute, Inc.	03/07/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Technical Institute, Inc.	03/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Universal Technical Institute, Inc.	03/07/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Univest Financial Corporation	04/25/2024	Management	1	Elect Director Suzanne Keenan	For	For	For	For	A vote FOR the director nominees is warranted.
Univest Financial Corporation	04/25/2024	Management	2	Elect Director Thomas M. Petro	For	For	For	For	A vote FOR the director nominees is warranted.
Univest Financial Corporation	04/25/2024	Management	3	Elect Director Charles H. Zimmerman	For	For	For	For	A vote FOR the director nominees is warranted.
Univest Financial Corporation	04/25/2024	Management	4	Elect Director Anne Vazquez	For	For	For	For	A vote FOR the director nominees is warranted.
Univest Financial Corporation	04/25/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Univest Financial Corporation	04/25/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Upbound Group, Inc.	06/04/2024	Management	1	Elect Director Jeffrey Brown	For	For	For	For	A vote FOR all director nominees is warranted.
Upbound Group, Inc.	06/04/2024	Management	2	Elect Director Mitchell Fadel	For	For	For	For	A vote FOR all director nominees is warranted.
Upbound Group, Inc.	06/04/2024	Management	3	Elect Director Molly Langenstein	For	For	For	For	A vote FOR all director nominees is warranted.
Upbound Group, Inc.	06/04/2024	Management	4	Elect Director Harold Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
Upbound Group, Inc.	06/04/2024	Management	5	Elect Director Glenn Marino	For	For	For	For	A vote FOR all director nominees is warranted.
Upbound Group, Inc.	06/04/2024	Management	6	Elect Director Carol McFate	For	For	For	For	A vote FOR all director nominees is warranted.
Upbound Group, Inc.	06/04/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Upbound Group, Inc.	06/04/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Upbound Group, Inc.	06/04/2024	Management	9	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Upbound Group, Inc.	06/04/2024	Management	10	Amend Articles	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments would not have a negative impact on shareholder rights.
Upland Software, Inc.	06/05/2024	Management	1	Elect Director Stephen E. Courter	For	For	For	For	A vote FOR all director nominees is warranted.
Upland Software, Inc.	06/05/2024	Management	2	Elect Director Teresa Miles Walsh	For	For	For	For	A vote FOR all director nominees is warranted.
Upland Software, Inc.	06/05/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Upland Software, Inc.	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Upland Software, Inc.	06/05/2024	Management	5	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.58 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Upland Software, Inc.	06/05/2024	Management	6	Approve Tax Benefits Preservation Plan	For	For	For	For	The terms of Upland Software's NOL pill appear reasonable, and the deferred tax assets generated from the company's net operating losses are material and could provide an economic benefit in the future. Although there is room for improvement regarding the company's governance structure, the board's actions indicate that the adoption of the pill is primarily motivated by a desire to preserve the benefits of the NOLs, rather than a desire to ward off an unsolicited acquisition. On balance, a vote FOR this proposal is warranted.
Upwork Inc.	06/07/2024	Management	1	Elect Director Hayden Brown	For	Against	Against	Against	In the absence of any Governance Committee members on the ballot, a vote AGAINST incumbent directors Hayden Brown, Gregory Gretsch, and Anilu Vazquez-Ubarri is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Upwork Inc.	06/07/2024	Management	2	Elect Director Gregory C. Gretsch	For	Against	Against	Against	In the absence of any Governance Committee members on the ballot, a vote AGAINST incumbent directors Hayden Brown, Gregory Gretsch, and Anilu Vazquez-Ubarri is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Upwork Inc.	06/07/2024	Management	3	Elect Director Anilu Vazquez-Ubarri	For	Against	Against	Against	In the absence of any Governance Committee members on the ballot, a vote AGAINST incumbent directors Hayden Brown, Gregory Gretsch, and Anilu Vazquez-Ubarri is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Upwork Inc.	06/07/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Upwork Inc.	06/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Urban Outfitters, Inc.	06/05/2024	Management	1	Elect Director Edward N. Antoian	For	For	Against	Against	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/05/2024	Management	2	Elect Director Kelly Campbell	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/05/2024	Management	3	Elect Director Harry S. Cherken, Jr.	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Urban Outfitters, Inc.	06/05/2024	Management	4	Elect Director Mary C. Egan	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/05/2024	Management	5	Elect Director Margaret A. Hayne	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/05/2024	Management	6	Elect Director Richard A. Hayne	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/05/2024	Management	7	Elect Director Amin N. Maredia	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/05/2024	Management	8	Elect Director Wesley S. McDonald	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/05/2024	Management	9	Elect Director Todd R. Morgenfeld	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/05/2024	Management	10	Elect Director John C. Mulliken	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/05/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Urban Outfitters, Inc.	06/05/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
USANA Health Sciences, Inc.	05/06/2024	Management	1	Elect Director Kevin G. Guest	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/06/2024	Management	2	Elect Director Xia Ding	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/06/2024	Management	3	Elect Director John T. Fleming	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/06/2024	Management	4	Elect Director Gilbert A. Fuller	For	For	Withhold	Withhold	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/06/2024	Management	5	Elect Director J. Scott Nixon	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/06/2024	Management	6	Elect Director Peggie Pelosi	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/06/2024	Management	7	Elect Director Frederic J. Winssinger	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/06/2024	Management	8	Elect Director Timothy E. Wood	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/06/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
USANA Health Sciences, Inc.	05/06/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Usio, Inc.	06/18/2024	Management	1	Elect Director Louis A. Hoch	For	For	For	For	A vote FOR the director nominees is warranted.
Usio, Inc.	06/18/2024	Management	2	Elect Director Blaise C. Bender	For	For	For	For	A vote FOR the director nominees is warranted.
Usio, Inc.	06/18/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
Usio, Inc.	06/18/2024	Management	4	Ratify PKF (Pannell Kerr Forster) of Texas, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Utah Medical Products, Inc.	05/03/2024	Management	1	Elect Director Kevin L. Cornwell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Cornwell and Paul Richins are warranted for lack of a majority independent board. WITHHOLD votes for Paul Richins are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Kevin Cornwell and Paul Richins for the board's failure to address the majority withhold vote with respect to the re-election of James Beeson and Ernst Hoyer at last year's annual meeting. WITHHOLD votes are warranted for Nominating Committee member Paul Richins for lack of racial/ethnic diversity on the board.
Utah Medical Products, Inc.	05/03/2024	Management	2	Elect Director Paul O. Richins	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Cornwell and Paul Richins are warranted for lack of a majority independent board. WITHHOLD votes for Paul Richins are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Kevin Cornwell and Paul Richins for the board's failure to address the majority withhold vote with respect to the re-election of James Beeson and Ernst Hoyer at last year's annual meeting. WITHHOLD votes are warranted for Nominating Committee member Paul Richins for lack of racial/ethnic diversity on the board.
Utah Medical Products, Inc.	05/03/2024	Management	3	Ratify Haynie & Company as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Utah Medical Products, Inc.	05/03/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
V2X, Inc.	05/09/2024	Management	1	Elect Director Dino M. Cusumano	For	Against	Against	Against	Votes AGAINST non-independent nominees Charles Prow, Dino Cusumano and Lee Evangelakos are warranted for lack of a majority independent board. Votes AGAINST Lee Evangelakos are also warranted for serving as a non-independent member of a key board committee. A vote FOR remaining director nominee Phillip Widman is warranted.
V2X, Inc.	05/09/2024	Management	2	Elect Director Lee E. Evangelakos	For	Against	Against	Against	Votes AGAINST non-independent nominees Charles Prow, Dino Cusumano and Lee Evangelakos are warranted for lack of a majority independent board. Votes AGAINST Lee Evangelakos are also warranted for serving as a non-independent member of a key board committee. A vote FOR remaining director nominee Phillip Widman is warranted.
V2X, Inc.	05/09/2024	Management	3	Elect Director Charles L. Prow	For	Against	Against	Against	Votes AGAINST non-independent nominees Charles Prow, Dino Cusumano and Lee Evangelakos are warranted for lack of a majority independent board. Votes AGAINST Lee Evangelakos are also warranted for serving as a non-independent member of a key board committee. A vote FOR remaining director nominee Phillip Widman is warranted.
V2X, Inc.	05/09/2024	Management	4	Elect Director Phillip C. Widman	For	For	For	For	Votes AGAINST non-independent nominees Charles Prow, Dino Cusumano and Lee Evangelakos are warranted for lack of a majority independent board. Votes AGAINST Lee Evangelakos are also warranted for serving as a non-independent member of a key board committee. A vote FOR remaining director nominee Phillip Widman is warranted.
V2X, Inc.	05/09/2024	Management	5	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
V2X, Inc.	05/09/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Valaris Limited	06/12/2024	Management	1	Elect Director Anton Dibowitz	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/12/2024	Management	2	Elect Director Dick Fagerstal	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/12/2024	Management	3	Elect Director Joseph Goldschmid	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/12/2024	Management	4	Elect Director Catherine J. Hughes	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/12/2024	Management	5	Elect Director Kristian Johansen	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/12/2024	Management	6	Elect Director Elizabeth D. Leykum	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/12/2024	Management	7	Elect Director Deepak Munganahalli	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/12/2024	Management	8	Elect Director James W. Swent, III	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/12/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Valaris Limited	06/12/2024	Management	10	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years and the non-auditing consulting fees represent more than 25 percent of total fees paid.
Valmont Industries, Inc.	05/06/2024	Management	1	Elect Director Avner M. Applbaum	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Avner Applbaum and Daniel Neary are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Neary are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	05/06/2024	Management	2	Elect Director Daniel P. Neary	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Avner Applbaum and Daniel Neary are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Neary are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	05/06/2024	Management	3	Elect Director Theo Freye	For	For	For	For	WITHHOLD votes for non-independent nominees Avner Applbaum and Daniel Neary are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Neary are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	05/06/2024	Management	4	Elect Director Joan Robinson-Berry	For	For	For	For	WITHHOLD votes for non-independent nominees Avner Applbaum and Daniel Neary are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Neary are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	05/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Valmont Industries, Inc.	05/06/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Valvoline Inc.	01/25/2024	Management	1	Elect Director Gerald W. Evans, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	2	Elect Director Lori A. Flees	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	3	Elect Director Richard J. Freeland	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	4	Elect Director Carol H. Kruse	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	5	Elect Director Vada O. Manager	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	6	Elect Director Patrick S. Pacious	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	7	Elect Director Jennifer L. Slater	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	8	Elect Director Charles M. Sonstebly	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	9	Elect Director Mary J. Twinem	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Valvoline Inc.	01/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Vanda Pharmaceuticals Inc.	05/17/2024	Management	1	Elect Director Mihael H. Polymeropoulos	For	For	For	For	Votes AGAINST governance committee chair Phaedra Chrousos are warranted for adopting a short-term poison pill with a relatively low 10 percent less than p/greater than Trigger. Votes FOR Mihael Polymeropoulos are warranted.
Vanda Pharmaceuticals Inc.	05/17/2024	Management	2	Elect Director Phaedra S. Chrousos	For	Against	Against	Against	Votes AGAINST governance committee chair Phaedra Chrousos are warranted for adopting a short-term poison pill with a relatively low 10 percent less than p/greater than Trigger. Votes FOR Mihael Polymeropoulos are warranted.
Vanda Pharmaceuticals Inc.	05/17/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vanda Pharmaceuticals Inc.	05/17/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Vanda Pharmaceuticals Inc.	05/17/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.63 percent is excessive. * The plan administrator may provide loans to officers for the exercise of awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Varex Imaging Corporation	02/08/2024	Management	1	Elect Director Kathleen L. Bardwell	For	For	For	For	A vote FOR all director nominees is warranted.
Varex Imaging Corporation	02/08/2024	Management	2	Elect Director Jocelyn D. Chertoff	For	For	For	For	A vote FOR all director nominees is warranted.
Varex Imaging Corporation	02/08/2024	Management	3	Elect Director Timothy E. Guertin	For	For	For	For	A vote FOR all director nominees is warranted.
Varex Imaging Corporation	02/08/2024	Management	4	Elect Director Jay K. Kunkel	For	For	For	For	A vote FOR all director nominees is warranted.
Varex Imaging Corporation	02/08/2024	Management	5	Elect Director Walter M. Rosebrough, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Varex Imaging Corporation	02/08/2024	Management	6	Elect Director Sunny S. Sanyal	For	For	For	For	A vote FOR all director nominees is warranted.
Varex Imaging Corporation	02/08/2024	Management	7	Elect Director Christine A. Tsingos	For	For	For	For	A vote FOR all director nominees is warranted.
Varex Imaging Corporation	02/08/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Varex Imaging Corporation	02/08/2024	Management	9	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Varex Imaging Corporation	02/08/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Varonis Systems, Inc.	06/03/2024	Management	1	Elect Director Gili Iohan	For	For	For	For	A vote FOR all director nominees is warranted.
Varonis Systems, Inc.	06/03/2024	Management	2	Elect Director Rachel Prishkolnik	For	For	For	For	A vote FOR all director nominees is warranted.
Varonis Systems, Inc.	06/03/2024	Management	3	Elect Director Ofer Segev	For	For	For	For	A vote FOR all director nominees is warranted.
Varonis Systems, Inc.	06/03/2024	Management	4	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Varonis Systems, Inc.	06/03/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Varonis Systems, Inc.	06/03/2024	Management	6	Ratify Kost Forer Gabbay & Kasierer as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Varonis Systems, Inc.	06/03/2024	Management	7	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to officers for the exercise of awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Veeco Instruments Inc.	05/09/2024	Management	1	Elect Director Richard A. D'Amore	For	For	Withhold	Withhold	WITHHOLD votes for Richard D'Amore and Keith Jackson are also warranted for serving as non-independent members of a key board committee. A vote FOR Mary Jane Raymond is warranted.
Veeco Instruments Inc.	05/09/2024	Management	2	Elect Director Keith D. Jackson	For	For	Withhold	Withhold	WITHHOLD votes for Richard D'Amore and Keith Jackson are also warranted for serving as non-independent members of a key board committee. A vote FOR Mary Jane Raymond is warranted.
Veeco Instruments Inc.	05/09/2024	Management	3	Elect Director Mary Jane Raymond	For	For	For	For	WITHHOLD votes for Richard D'Amore and Keith Jackson are also warranted for serving as non-independent members of a key board committee. A vote FOR Mary Jane Raymond is warranted.
Veeco Instruments Inc.	05/09/2024	Management	4	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Veeco Instruments Inc.	05/09/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Veeco Instruments Inc.	05/09/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vera Bradley, Inc.	05/30/2024	Management	1	Elect Director Jacqueline Ardrey	For	For	For	For	WITHHOLD votes for Frances (Fran) Philip are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/30/2024	Management	2	Elect Director Barbara Bradley Baekgaard	For	For	For	For	WITHHOLD votes for Frances (Fran) Philip are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/30/2024	Management	3	Elect Director Kristina Cashman	For	For	For	For	WITHHOLD votes for Frances (Fran) Philip are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/30/2024	Management	4	Elect Director Robert J. Hall	For	For	For	For	WITHHOLD votes for Frances (Fran) Philip are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/30/2024	Management	5	Elect Director Mary Lou Kelley	For	For	For	For	WITHHOLD votes for Frances (Fran) Philip are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/30/2024	Management	6	Elect Director Frances P. Philip	For	For	Withhold	Withhold	WITHHOLD votes for Frances (Fran) Philip are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vera Bradley, Inc.	05/30/2024	Management	7	Elect Director Carrie M. Tharp	For	For	For	For	WITHHOLD votes for Frances (Fran) Philip are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/30/2024	Management	8	Elect Director Jessica Rodriguez	For	For	For	For	WITHHOLD votes for Frances (Fran) Philip are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/30/2024	Management	9	Elect Director Bradley Weston	For	For	For	For	WITHHOLD votes for Frances (Fran) Philip are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/30/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vera Bradley, Inc.	05/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Veracyte, Inc.	06/12/2024	Management	1	Elect Director Muna Bhanji	For	For	For	For	A vote FOR the director nominees is warranted.
Veracyte, Inc.	06/12/2024	Management	2	Elect Director Marc Stapley	For	For	For	For	A vote FOR the director nominees is warranted.
Veracyte, Inc.	06/12/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Veracyte, Inc.	06/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Veracyte, Inc.	06/12/2024	Management	5	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.32 percent is excessive; * The plan administrator may provide loans to exercise awards; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Verastem, Inc.	05/23/2024	Management	1	Elect Director Paul Bunn	For	For	For	For	WITHHOLD votes for Compensation Committee member Anil Kapur given that the company recently entered into a new NEO agreement that provides for problematic modified single-less than p/greater than Trigger cash severance. A vote FOR the remaining director nominees is warranted.
Verastem, Inc.	05/23/2024	Management	2	Elect Director Anil Kapur	For	For	Withhold	Withhold	WITHHOLD votes for Compensation Committee member Anil Kapur given that the company recently entered into a new NEO agreement that provides for problematic modified single-less than p/greater than Trigger cash severance. A vote FOR the remaining director nominees is warranted.
Verastem, Inc.	05/23/2024	Management	3	Elect Director Daniel Paterson	For	For	For	For	WITHHOLD votes for Compensation Committee member Anil Kapur given that the company recently entered into a new NEO agreement that provides for problematic modified single-less than p/greater than Trigger cash severance. A vote FOR the remaining director nominees is warranted.
Verastem, Inc.	05/23/2024	Management	4	Elect Director Michelle Robertson	For	For	For	For	WITHHOLD votes for Compensation Committee member Anil Kapur given that the company recently entered into a new NEO agreement that provides for problematic modified single-less than p/greater than Trigger cash severance. A vote FOR the remaining director nominees is warranted.
Verastem, Inc.	05/23/2024	Management	5	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.95 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Verastem, Inc.	05/23/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Verastem, Inc.	05/23/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.
Verastem, Inc.	05/23/2024	Management	8	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vericel Corporation	05/01/2024	Management	1	Elect Director Robert L. Zerbe	For	For	Withhold	Withhold	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vericel Corporation	05/01/2024	Management	2	Elect Director Alan L. Rubino	For	For	Withhold	Withhold	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/01/2024	Management	3	Elect Director Heidi Hagen	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/01/2024	Management	4	Elect Director Steven C. Gilman	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/01/2024	Management	5	Elect Director Kevin F. McLaughlin	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/01/2024	Management	6	Elect Director Paul K. Wotton	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/01/2024	Management	7	Elect Director Dominick C. Colangelo	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/01/2024	Management	8	Elect Director Lisa Wright	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/01/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Vericel Corporation	05/01/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vericel Corporation	05/01/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Veritex Holdings, Inc.	05/15/2024	Management	1	Elect Director C. Malcolm Holland, III	For	For	For	For	WITHHOLD votes for Mark Griego, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/15/2024	Management	2	Elect Director Arcilia Acosta	For	For	For	For	WITHHOLD votes for Mark Griego, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/15/2024	Management	3	Elect Director Pat S. Bolin	For	For	Withhold	Withhold	WITHHOLD votes for Mark Griego, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/15/2024	Management	4	Elect Director April Box	For	For	For	For	WITHHOLD votes for Mark Griego, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/15/2024	Management	5	Elect Director Blake Bozman	For	For	For	For	WITHHOLD votes for Mark Griego, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/15/2024	Management	6	Elect Director William D. Ellis	For	For	For	For	WITHHOLD votes for Mark Griego, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/15/2024	Management	7	Elect Director William E. Fallon	For	For	For	For	WITHHOLD votes for Mark Griego, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Veritex Holdings, Inc.	05/15/2024	Management	8	Elect Director Mark C. Grieger	For	For	Withhold	Withhold	WITHHOLD votes for Mark Grieger, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/15/2024	Management	9	Elect Director Gordon Huddleston	For	For	For	For	WITHHOLD votes for Mark Grieger, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/15/2024	Management	10	Elect Director Steven D. Lerner	For	For	For	For	WITHHOLD votes for Mark Grieger, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/15/2024	Management	11	Elect Director Manuel J. Mehos	For	For	For	For	WITHHOLD votes for Mark Grieger, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/15/2024	Management	12	Elect Director Gregory B. Morrison	For	For	For	For	WITHHOLD votes for Mark Grieger, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/15/2024	Management	13	Elect Director John T. Sughrue	For	For	Withhold	Withhold	WITHHOLD votes for Mark Grieger, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/15/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Veritex Holdings, Inc.	05/15/2024	Management	15	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Verra Mobility Corporation	05/21/2024	Management	1	Elect Director Michael Huerta	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Michael Huerta given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR Raj Ratnakar is warranted.
Verra Mobility Corporation	05/21/2024	Management	2	Elect Director Raj Ratnakar	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Michael Huerta given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR Raj Ratnakar is warranted.
Verra Mobility Corporation	05/21/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Verra Mobility Corporation	05/21/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Vertex, Inc.	06/12/2024	Management	1	Elect Director Amanda Westphal Radcliffe	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Amanda Radcliffe and Stefanie Thompson are warranted for lack of a majority independent board. WITHHOLD votes for Amanda Radcliffe are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Bradley Gayton and Amanda Radcliffe are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Amanda Radcliffe and Stefanie Thompson are further warranted as their ownership of the supervoting shares provide them with voting power control of the company.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vertex, Inc.	06/12/2024	Management	2	Elect Director Stefanie Westphal Thompson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Amanda Radcliffe and Stefanie Thompson are warranted for lack of a majority independent board. WITHHOLD votes for Amanda Radcliffe are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Bradley Gayton and Amanda Radcliffe are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Amanda Radcliffe and Stefanie Thompson are further warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Vertex, Inc.	06/12/2024	Management	3	Elect Director Bradley Gayton	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Amanda Radcliffe and Stefanie Thompson are warranted for lack of a majority independent board. WITHHOLD votes for Amanda Radcliffe are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Bradley Gayton and Amanda Radcliffe are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Amanda Radcliffe and Stefanie Thompson are further warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Vertex, Inc.	06/12/2024	Management	4	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vertex, Inc.	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Vertex, Inc.	06/12/2024	Management	6	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Via Renewables, Inc.	06/07/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. The board appears to have taken reasonable steps to mitigate potential conflicts of interest and, although the sales process did not include either a formal auction or a market check process, the special committee negotiated a go-shop period following the transaction announcement during which it received no further bids. Further, the cash form of consideration provides liquidity and certainty of value and there is a potential downside risk to non-approval.
Via Renewables, Inc.	06/07/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double less than p/greater than Trigger for the NEOs who are expected to receive it and no excise tax gross-ups are payable. While equity will vest upon the go-private transaction, amounts are modest.
Via Renewables, Inc.	06/07/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted as the underlying transaction merits support.
Viad Corp	05/15/2024	Management	1	Elect Director Richard H. Dozer	For	For	Against	Against	Votes AGAINST Richard Dozer are warranted for serving as a non-independent member of a key board committee. A vote FOR Virginia L. Henkels is warranted.
Viad Corp	05/15/2024	Management	2	Elect Director Virginia L. Henkels	For	For	For	For	Votes AGAINST Richard Dozer are warranted for serving as a non-independent member of a key board committee. A vote FOR Virginia L. Henkels is warranted.
Viad Corp	05/15/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Viad Corp	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vicor Corporation	06/21/2024	Management	1	Elect Director Samuel J. Anderson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a "say-on-pay" proposal, WITHHOLD votes for incumbent compensation committee members M. Michael Ansour, Jason Carlson and Estia Eichten are further warranted in light of the company's problematic compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, the absence of any pre-set performance criteria for the CEO's and other NEOs' bonus and equity awards, and the company's lack of risk mitigating features.
Vicor Corporation	06/21/2024	Management	2	Elect Director M. Michael Ansour	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a "say-on-pay" proposal, WITHHOLD votes for incumbent compensation committee members M. Michael Ansour, Jason Carlson and Estia Eichten are further warranted in light of the company's problematic compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, the absence of any pre-set performance criteria for the CEO's and other NEOs' bonus and equity awards, and the company's lack of risk mitigating features.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vicor Corporation	06/21/2024	Management	3	Elect Director Jason L. Carlson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a "say-on-pay" proposal, WITHHOLD votes for incumbent compensation committee members M. Michael Ansour, Jason Carlson and Estia Eichten are further warranted in light of the company's problematic compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, the absence of any pre-set performance criteria for the CEO's and other NEOs' bonus and equity awards, and the company's lack of risk mitigating features.
Vicor Corporation	06/21/2024	Management	4	Elect Director Philip D. Davies	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a "say-on-pay" proposal, WITHHOLD votes for incumbent compensation committee members M. Michael Ansour, Jason Carlson and Estia Eichten are further warranted in light of the company's problematic compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, the absence of any pre-set performance criteria for the CEO's and other NEOs' bonus and equity awards, and the company's lack of risk mitigating features.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vicor Corporation	06/21/2024	Management	5	Elect Director Andrew T. D'Amico	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a "say-on-pay" proposal, WITHHOLD votes for incumbent compensation committee members M. Michael Ansour, Jason Carlson and Estia Eichten are further warranted in light of the company's problematic compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, the absence of any pre-set performance criteria for the CEO's and other NEOs' bonus and equity awards, and the company's lack of risk mitigating features.
Vicor Corporation	06/21/2024	Management	6	Elect Director Estia J. Eichten	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a "say-on-pay" proposal, WITHHOLD votes for incumbent compensation committee members M. Michael Ansour, Jason Carlson and Estia Eichten are further warranted in light of the company's problematic compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, the absence of any pre-set performance criteria for the CEO's and other NEOs' bonus and equity awards, and the company's lack of risk mitigating features.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vicor Corporation	06/21/2024	Management	7	Elect Director Zmira Lavie	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a "say-on-pay" proposal, WITHHOLD votes for incumbent compensation committee members M. Michael Ansour, Jason Carlson and Estia Eichten are further warranted in light of the company's problematic compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, the absence of any pre-set performance criteria for the CEO's and other NEOs' bonus and equity awards, and the company's lack of risk mitigating features.
Vicor Corporation	06/21/2024	Management	8	Elect Director Michael S. McNamara	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a "say-on-pay" proposal, WITHHOLD votes for incumbent compensation committee members M. Michael Ansour, Jason Carlson and Estia Eichten are further warranted in light of the company's problematic compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, the absence of any pre-set performance criteria for the CEO's and other NEOs' bonus and equity awards, and the company's lack of risk mitigating features.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vicor Corporation	06/21/2024	Management	9	Elect Director James F. Schmidt	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a "say-on-pay" proposal, WITHHOLD votes for incumbent compensation committee members M. Michael Ansour, Jason Carlson and Estia Eichten are further warranted in light of the company's problematic compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, the absence of any pre-set performance criteria for the CEO's and other NEOs' bonus and equity awards, and the company's lack of risk mitigating features.
Vicor Corporation	06/21/2024	Management	10	Elect Director John Shen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a "say-on-pay" proposal, WITHHOLD votes for incumbent compensation committee members M. Michael Ansour, Jason Carlson and Estia Eichten are further warranted in light of the company's problematic compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, the absence of any pre-set performance criteria for the CEO's and other NEOs' bonus and equity awards, and the company's lack of risk mitigating features.



## B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vicor Corporation	06/21/2024	Management	11	Elect Director Claudio Tuozzolo	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a "say-on-pay" proposal, WITHHOLD votes for incumbent compensation committee members M. Michael Ansour, Jason Carlson and Estia Eichten are further warranted in light of the company's problematic compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, the absence of any pre-set performance criteria for the CEO's and other NEOs' bonus and equity awards, and the company's lack of risk mitigating features.
Vicor Corporation	06/21/2024	Management	12	Elect Director Patrizio Vinciarelli	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a formal governance committee, WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a "say-on-pay" proposal, WITHHOLD votes for incumbent compensation committee members M. Michael Ansour, Jason Carlson and Estia Eichten are further warranted in light of the company's problematic compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, the absence of any pre-set performance criteria for the CEO's and other NEOs' bonus and equity awards, and the company's lack of risk mitigating features.
Victory Capital Holdings, Inc.	05/08/2024	Management	1	Elect Director David C. Brown	For	For	For	For	A vote AGAINST Governance Committee chair Richard DeMartini is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. A vote AGAINST Nominating Committee chair Richard DeMartini is further warranted for lack of diversity on the board. A vote FOR remaining dominee is warranted.
Victory Capital Holdings, Inc.	05/08/2024	Management	2	Elect Director Richard M. DeMartini	For	Against	Against	Against	A vote AGAINST Governance Committee chair Richard DeMartini is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. A vote AGAINST Nominating Committee chair Richard DeMartini is further warranted for lack of diversity on the board. A vote FOR remaining dominee is warranted.
Victory Capital Holdings, Inc.	05/08/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Victory Capital Holdings, Inc.	05/08/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Victory Capital Holdings, Inc.	05/08/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Victory Capital Holdings, Inc.	05/08/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Viking Therapeutics, Inc.	05/21/2024	Management	1	Elect Director Brian Lian	For	For	For	For	WITHHOLD votes are warranted for Lawson Macartney (i) as a Nominating Committee member, due to lack of diversity on the board; and (ii) as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee, Brian Lian, is warranted.
Viking Therapeutics, Inc.	05/21/2024	Management	2	Elect Director Lawson Macartney	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Lawson Macartney (i) as a Nominating Committee member, due to lack of diversity on the board; and (ii) as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee, Brian Lian, is warranted.
Viking Therapeutics, Inc.	05/21/2024	Management	3	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Viking Therapeutics, Inc.	05/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Viking Therapeutics, Inc.	05/21/2024	Management	5	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.89 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Viking Therapeutics, Inc.	05/21/2024	Management	6	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The number of shares reserved is reasonable; and * The offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Vimeo, Inc.	05/21/2024	Management	1	Elect Director Adam Gross	For	For	For	For	WITHHOLD votes for Governance Committee members Alesia Haas and Mo Koyfman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vimeo, Inc.	05/21/2024	Management	2	Elect Director Alesia J. Haas	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Alesia Haas and Mo Koyfman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vimeo, Inc.	05/21/2024	Management	3	Elect Director Jay Herratti	For	For	For	For	WITHHOLD votes for Governance Committee members Alesia Haas and Mo Koyfman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vimeo, Inc.	05/21/2024	Management	4	Elect Director Ida Kane	For	For	For	For	WITHHOLD votes for Governance Committee members Alesia Haas and Mo Koyfman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vimeo, Inc.	05/21/2024	Management	5	Elect Director Mo Koyfman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Alesia Haas and Mo Koyfman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vimeo, Inc.	05/21/2024	Management	6	Elect Director Philip Moyer	For	For	For	For	WITHHOLD votes for Governance Committee members Alesia Haas and Mo Koyfman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vimeo, Inc.	05/21/2024	Management	7	Elect Director Glenn H. Schiffman	For	For	For	For	WITHHOLD votes for Governance Committee members Alesia Haas and Mo Koyfman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vimeo, Inc.	05/21/2024	Management	8	Elect Director Alexander von Furstenberg	For	For	For	For	WITHHOLD votes for Governance Committee members Alesia Haas and Mo Koyfman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vimeo, Inc.	05/21/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Vimeo, Inc.	05/21/2024	Management	10	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is de facto controlled and decisions regarding the company's response to shareholder litigation would be made by a board with limited accountability to public shareholders.
Vimeo, Inc.	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Virtu Financial, Inc.	06/06/2024	Management	1	Elect Director Virginia Gambale	For	For	For	For	WITHHOLD votes for Michael Viola are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Viola and John Nixon given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Michael Viola as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Michael Viola for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Virtu Financial, Inc.	06/06/2024	Management	2	Elect Director John D. Nixon	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Viola are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Viola and John Nixon given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Michael Viola as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Michael Viola for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Virtu Financial, Inc.	06/06/2024	Management	3	Elect Director David J. Urban	For	For	For	For	WITHHOLD votes for Michael Viola are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Viola and John Nixon given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Michael Viola as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Michael Viola for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Virtu Financial, Inc.	06/06/2024	Management	4	Elect Director Michael T. Viola	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Viola are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Viola and John Nixon given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Michael Viola as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Michael Viola for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Virtu Financial, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Virtu Financial, Inc.	06/06/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Virtus Investment Partners, Inc.	05/15/2024	Management	1	Elect Director Timothy A. Holt	For	For	Withhold	Withhold	WITHHOLD votes for Timothy Holt are also warranted for serving as a non-independent member of a key board committee. A vote FOR Melody L. Jones is warranted.
Virtus Investment Partners, Inc.	05/15/2024	Management	2	Elect Director Melody L. Jones	For	For	For	For	WITHHOLD votes for Timothy Holt are also warranted for serving as a non-independent member of a key board committee. A vote FOR Melody L. Jones is warranted.
Virtus Investment Partners, Inc.	05/15/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Virtus Investment Partners, Inc.	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
Virtus Investment Partners, Inc.	05/15/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.20 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Vishay Intertechnology, Inc.	05/21/2024	Management	1	Elect Director John Malvisi	For	For	For	For	WITHHOLD votes for non-independent nominees Marc Zandman, Ziv Shoshani and Ruta Zandman are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Marc Zandman, Ziv Shoshani, and Ruta Zandman are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR John Malvisi is warranted.
Vishay Intertechnology, Inc.	05/21/2024	Management	2	Elect Director Marc Zandman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Zandman, Ziv Shoshani and Ruta Zandman are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Marc Zandman, Ziv Shoshani, and Ruta Zandman are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR John Malvisi is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vishay Intertechnology, Inc.	05/21/2024	Management	3	Elect Director Ruta Zandman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Zandman, Ziv Shoshani and Ruta Zandman are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Marc Zandman, Ziv Shoshani, and Ruta Zandman are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR John Malvisi is warranted.
Vishay Intertechnology, Inc.	05/21/2024	Management	4	Elect Director Ziv Shoshani	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Zandman, Ziv Shoshani and Ruta Zandman are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Marc Zandman, Ziv Shoshani, and Ruta Zandman are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR John Malvisi is warranted.
Vishay Intertechnology, Inc.	05/21/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vishay Intertechnology, Inc.	05/21/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Vishay Precision Group, Inc.	05/22/2024	Management	1	Elect Director Janet M. Clarke	For	For	For	For	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Bruce Lerner, and Timothy Talbert are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/22/2024	Management	2	Elect Director Wesley Cummins	For	For	For	For	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Bruce Lerner, and Timothy Talbert are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/22/2024	Management	3	Elect Director Sejal Shah Gulati	For	For	For	For	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Bruce Lerner, and Timothy Talbert are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vishay Precision Group, Inc.	05/22/2024	Management	4	Elect Director Bruce Lerner	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Bruce Lerner, and Timothy Talbert are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/22/2024	Management	5	Elect Director Saul V. Reibstein	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Bruce Lerner, and Timothy Talbert are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/22/2024	Management	6	Elect Director Ziv Shoshani	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Bruce Lerner, and Timothy Talbert are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/22/2024	Management	7	Elect Director Timothy V. Talbert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Bruce Lerner, and Timothy Talbert are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/22/2024	Management	8	Elect Director Marc Zandman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Bruce Lerner, and Timothy Talbert are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/22/2024	Management	9	Ratify Brightman Almagor Zohar & Co. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vishay Precision Group, Inc.	05/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Visteon Corporation	06/06/2024	Management	1	Elect Director James J. Barrese	For	For	For	For	Votes AGAINST non-independent nominees Francis Scricco, Sachin Lawande, Jeffrey Jones, Robert Manzo and David Treadwell are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Jones, Robert Manzo and David Treadwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/06/2024	Management	2	Elect Director Naomi M. Bergman	For	For	For	For	Votes AGAINST non-independent nominees Francis Scricco, Sachin Lawande, Jeffrey Jones, Robert Manzo and David Treadwell are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Jones, Robert Manzo and David Treadwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/06/2024	Management	3	Elect Director Jeffrey D. Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Francis Scricco, Sachin Lawande, Jeffrey Jones, Robert Manzo and David Treadwell are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Jones, Robert Manzo and David Treadwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/06/2024	Management	4	Elect Director Bunsei Kure	For	For	For	For	Votes AGAINST non-independent nominees Francis Scricco, Sachin Lawande, Jeffrey Jones, Robert Manzo and David Treadwell are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Jones, Robert Manzo and David Treadwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/06/2024	Management	5	Elect Director Sachin S. Lawande	For	For	Against	Against	Votes AGAINST non-independent nominees Francis Scricco, Sachin Lawande, Jeffrey Jones, Robert Manzo and David Treadwell are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Jones, Robert Manzo and David Treadwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/06/2024	Management	6	Elect Director Joanne M. Maguire	For	For	For	For	Votes AGAINST non-independent nominees Francis Scricco, Sachin Lawande, Jeffrey Jones, Robert Manzo and David Treadwell are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Jones, Robert Manzo and David Treadwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/06/2024	Management	7	Elect Director Robert J. Manzo	For	For	Against	Against	Votes AGAINST non-independent nominees Francis Scricco, Sachin Lawande, Jeffrey Jones, Robert Manzo and David Treadwell are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Jones, Robert Manzo and David Treadwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/06/2024	Management	8	Elect Director Francis M. Scricco	For	For	Against	Against	Votes AGAINST non-independent nominees Francis Scricco, Sachin Lawande, Jeffrey Jones, Robert Manzo and David Treadwell are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Jones, Robert Manzo and David Treadwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/06/2024	Management	9	Elect Director David L. Treadwell	For	For	Against	Against	Votes AGAINST non-independent nominees Francis Scricco, Sachin Lawande, Jeffrey Jones, Robert Manzo and David Treadwell are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Jones, Robert Manzo and David Treadwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Visteon Corporation	06/06/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Visteon Corporation	06/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Visteon Corporation	06/06/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Visteon Corporation	06/06/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Vital Energy, Inc.	05/23/2024	Management	1	Elect Director Jarvis V. Hollingsworth	For	For	For	For	A vote FOR all director nominees is warranted.
Vital Energy, Inc.	05/23/2024	Management	2	Elect Director Lisa M. Lambert	For	For	For	For	A vote FOR all director nominees is warranted.
Vital Energy, Inc.	05/23/2024	Management	3	Elect Director Lori A. Lancaster	For	For	For	For	A vote FOR all director nominees is warranted.
Vital Energy, Inc.	05/23/2024	Management	4	Ratify Ernst & Young as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vital Energy, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Vital Energy, Inc.	05/23/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vital Energy, Inc.	05/23/2024	Management	7	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Vital Energy, Inc.	05/23/2024	Management	8	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Vital Energy, Inc.	05/23/2024	Management	9	Approve Issuance of Common Shares Upon Conversion of Preferred Stock	For	For	For	For	A vote FOR this proposal is warranted. Although the conversion will be dilutive, initial market reaction to each of the tag right acquisitions underlying the issuance was positive and there appears to be some downside risk to shareholder non-approval in the form of breach of contract claims.
Vital Energy, Inc.	05/23/2024	Management	10	Amend Certificate of Incorporation to Clarify and Eliminate Obsolete Provisions by Majority Vote	For	For	For	For	A vote FOR these items is warranted as, on balance, the proposed amendments to the company's charter do not appear to adversely impact shareholder's rights.
Vital Energy, Inc.	05/23/2024	Management	11	Amend Certificate of Incorporation to Clarify and Eliminate Obsolete Provisions by Supermajority Vote	For	For	For	For	A vote FOR these items is warranted as, on balance, the proposed amendments to the company's charter do not appear to adversely impact shareholder's rights.
Vital Energy, Inc.	05/23/2024	Management	12	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Vital Farms, Inc.	06/12/2024	Management	1	Elect Director Kofi Amoo-Gottfried	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Kofi Amoo-Gottfried given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Karl Khoury is warranted.
Vital Farms, Inc.	06/12/2024	Management	2	Elect Director Karl Khoury	For	For	For	For	WITHHOLD votes are warranted for governance committee member Kofi Amoo-Gottfried given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Karl Khoury is warranted.
Vital Farms, Inc.	06/12/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Vitesse Energy, Inc.	05/02/2024	Management	1	Elect Director Linda L. Adamany	For	For	For	For	Votes AGAINST Nominating Committee chair Daniel O'Leary are warranted for lack of racial and/or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vitesse Energy, Inc.	05/02/2024	Management	2	Elect Director Brian P. Friedman	For	For	For	For	Votes AGAINST Nominating Committee chair Daniel O'Leary are warranted for lack of racial and/or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Vitesse Energy, Inc.	05/02/2024	Management	3	Elect Director Robert W. Gerrity	For	For	For	For	Votes AGAINST Nominating Committee chair Daniel O'Leary are warranted for lack of racial and/or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Vitesse Energy, Inc.	05/02/2024	Management	4	Elect Director Daniel J. O'Leary	For	Against	Against	Against	Votes AGAINST Nominating Committee chair Daniel O'Leary are warranted for lack of racial and/or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Vitesse Energy, Inc.	05/02/2024	Management	5	Elect Director Cathleen M. Osborn	For	For	For	For	Votes AGAINST Nominating Committee chair Daniel O'Leary are warranted for lack of racial and/or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Vitesse Energy, Inc.	05/02/2024	Management	6	Elect Director Randy I. Stein	For	For	For	For	Votes AGAINST Nominating Committee chair Daniel O'Leary are warranted for lack of racial and/or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Vitesse Energy, Inc.	05/02/2024	Management	7	Elect Director Joseph S. Steinberg	For	For	For	For	Votes AGAINST Nominating Committee chair Daniel O'Leary are warranted for lack of racial and/or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Vitesse Energy, Inc.	05/02/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Vizio Holding Corp.	06/12/2024	Management	1	Elect Director William Wang	For	Withhold	Withhold	Withhold	WITHHOLD votes for William Wang and David (Dave) Russell are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members William Wang and John Burbank are warranted for the implementation of a multi-class capital structure without subjecting it to a time-based sunset feature. WITHHOLD votes for William Wang are further warranted as his ownership of the supervoting shares provides him with voting power control of the company, and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vizio Holding Corp.	06/12/2024	Management	2	Elect Director John R. Burbank	For	Withhold	Withhold	Withhold	WITHHOLD votes for William Wang and David (Dave) Russell are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members William Wang and John Burbank are warranted for the implementation of a multi-class capital structure without subjecting it to a time-based sunset feature. WITHHOLD votes for William Wang are further warranted as his ownership of the supervoting shares provides him with voting power control of the company, and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vizio Holding Corp.	06/12/2024	Management	3	Elect Director Julia S. Gouw	For	For	For	For	WITHHOLD votes for William Wang and David (Dave) Russell are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members William Wang and John Burbank are warranted for the implementation of a multi-class capital structure without subjecting it to a time-based sunset feature. WITHHOLD votes for William Wang are further warranted as his ownership of the supervoting shares provides him with voting power control of the company, and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vizio Holding Corp.	06/12/2024	Management	4	Elect Director David Russell	For	For	Withhold	Withhold	WITHHOLD votes for William Wang and David (Dave) Russell are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members William Wang and John Burbank are warranted for the implementation of a multi-class capital structure without subjecting it to a time-based sunset feature. WITHHOLD votes for William Wang are further warranted as his ownership of the supervoting shares provides him with voting power control of the company, and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vizio Holding Corp.	06/12/2024	Management	5	Elect Director Vicky L. Free	For	For	For	For	WITHHOLD votes for William Wang and David (Dave) Russell are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members William Wang and John Burbank are warranted for the implementation of a multi-class capital structure without subjecting it to a time-based sunset feature. WITHHOLD votes for William Wang are further warranted as his ownership of the supervoting shares provides him with voting power control of the company, and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vizio Holding Corp.	06/12/2024	Management	6	Elect Director R. Michael Mohan	For	For	Withhold	Withhold	WITHHOLD votes for William Wang and David (Dave) Russell are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Rajendra (Mike) Mohan are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members William Wang and John Burbank are warranted for the implementation of a multi-class capital structure without subjecting it to a time-based sunset feature. WITHHOLD votes for William Wang are further warranted as his ownership of the supervoting shares provides him with voting power control of the company, and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vizio Holding Corp.	06/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Vizio Holding Corp.	06/12/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vontier Corporation	05/28/2024	Management	1	Elect Director Karen C. Francis	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/28/2024	Management	2	Elect Director Gloria R. Boyland	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/28/2024	Management	3	Elect Director Maryrose Sylvester	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/28/2024	Management	4	Elect Director David M. Foulkes	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/28/2024	Management	5	Elect Director Christopher J. Klein	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/28/2024	Management	6	Elect Director Mark D. Morelli	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/28/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vontier Corporation	05/28/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Voya Financial, Inc.	05/23/2024	Management	1	Elect Director Lynne Biggar	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	2	Elect Director Stephen Bowman	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	3	Elect Director Yvette S. Butler	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	4	Elect Director Jane P. Chwick	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	5	Elect Director Kathleen DeRose	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	6	Elect Director Hikmet Ersek	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	7	Elect Director Ruth Ann M. Gillis	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	8	Elect Director Heather Lavallee	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	9	Elect Director Robert G. Leary	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	10	Elect Director Aylwin B. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	11	Elect Director Joseph V. Tripodi	For	For	For	For	A vote FOR all director nominees is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Voya Financial, Inc.	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Voya Financial, Inc.	05/23/2024	Management	13	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues concerning the features of the plan were identified.
Voya Financial, Inc.	05/23/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Voya Financial, Inc.	05/23/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Voyager Therapeutics, Inc.	06/05/2024	Management	1	Elect Director Michael Higgins	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Michael Higgins and Nancy Vitale given the board's failure to remove, or subject to a sunset requirement, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Jude Onyia is warranted.
Voyager Therapeutics, Inc.	06/05/2024	Management	2	Elect Director Jude Onyia	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Michael Higgins and Nancy Vitale given the board's failure to remove, or subject to a sunset requirement, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Jude Onyia is warranted.
Voyager Therapeutics, Inc.	06/05/2024	Management	3	Elect Director Nancy Vitale	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Michael Higgins and Nancy Vitale given the board's failure to remove, or subject to a sunset requirement, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Jude Onyia is warranted.
Voyager Therapeutics, Inc.	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Voyager Therapeutics, Inc.	06/05/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
VSE Corporation	05/21/2024	Management	1	Elect Director John A. Cuomo	For	For	For	For	WITHHOLD votes for Bonnie Wachtel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/21/2024	Management	2	Elect Director Edward P. Dolanski	For	For	For	For	WITHHOLD votes for Bonnie Wachtel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/21/2024	Management	3	Elect Director Ralph E. Eberhart	For	For	For	For	WITHHOLD votes for Bonnie Wachtel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/21/2024	Management	4	Elect Director Mark E. Ferguson, III	For	For	For	For	WITHHOLD votes for Bonnie Wachtel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/21/2024	Management	5	Elect Director John E. Potter	For	For	For	For	WITHHOLD votes for Bonnie Wachtel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/21/2024	Management	6	Elect Director Bonnie K. Wachtel	For	For	Withhold	Withhold	WITHHOLD votes for Bonnie Wachtel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/21/2024	Management	7	Elect Director Anita D. Britt	For	For	For	For	WITHHOLD votes for Bonnie Wachtel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/21/2024	Management	8	Elect Director Lloyd E. Johnson	For	For	For	For	WITHHOLD votes for Bonnie Wachtel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/21/2024	Management	9	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
VSE Corporation	05/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Wabash National Corporation	05/22/2024	Management	1	Elect Director Therese M. Bassett	For	For	For	For	Votes AGAINST Larry Magee, Ann Murtlow and Scott Sorensen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/22/2024	Management	2	Elect Director John G. Boss	For	For	For	For	Votes AGAINST Larry Magee, Ann Murtlow and Scott Sorensen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/22/2024	Management	3	Elect Director Trent J. Broberg	For	For	For	For	Votes AGAINST Larry Magee, Ann Murtlow and Scott Sorensen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/22/2024	Management	4	Elect Director Larry J. Magee	For	For	Against	Against	Votes AGAINST Larry Magee, Ann Murtlow and Scott Sorensen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/22/2024	Management	5	Elect Director Ann D. Murtlow	For	For	Against	Against	Votes AGAINST Larry Magee, Ann Murtlow and Scott Sorensen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/22/2024	Management	6	Elect Director Sudhanshu Priyadarshi	For	For	For	For	Votes AGAINST Larry Magee, Ann Murtlow and Scott Sorensen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/22/2024	Management	7	Elect Director Scott K. Sorensen	For	For	Against	Against	Votes AGAINST Larry Magee, Ann Murtlow and Scott Sorensen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/22/2024	Management	8	Elect Director Stuart A. Taylor, II	For	For	For	For	Votes AGAINST Larry Magee, Ann Murtlow and Scott Sorensen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/22/2024	Management	9	Elect Director Brent L. Yeagy	For	For	For	For	Votes AGAINST Larry Magee, Ann Murtlow and Scott Sorensen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Wabash National Corporation	05/22/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wabash National Corporation	05/22/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
WaFd, Inc.	02/13/2024	Management	1	Elect Director Brent J. Beardall	For	For	For	For	A vote FOR all director nominees is warranted.
WaFd, Inc.	02/13/2024	Management	2	Elect Director Sylvia R. Hampel	For	For	For	For	A vote FOR all director nominees is warranted.
WaFd, Inc.	02/13/2024	Management	3	Elect Director S. Steven Singh	For	For	For	For	A vote FOR all director nominees is warranted.
WaFd, Inc.	02/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
WaFd, Inc.	02/13/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WaFd, Inc.	02/13/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Walker & Dunlop, Inc.	05/02/2024	Management	1	Elect Director Jeffery R. Hayward	For	For	For	For	Votes AGAINST non-independent nominees William (Willy) Walker, Michael Malone, John Rice and Dana Schmaltz are warranted for lack of a majority independent board. Votes AGAINST Michael Malone, John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Walker & Dunlop, Inc.	05/02/2024	Management	2	Elect Director Ellen D. Levy	For	For	For	For	Votes AGAINST non-independent nominees William (Willy) Walker, Michael Malone, John Rice and Dana Schmalz are warranted for lack of a majority independent board. Votes AGAINST Michael Malone, John Rice and Dana Schmalz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/02/2024	Management	3	Elect Director Michael D. Malone	For	For	Against	Against	Votes AGAINST non-independent nominees William (Willy) Walker, Michael Malone, John Rice and Dana Schmalz are warranted for lack of a majority independent board. Votes AGAINST Michael Malone, John Rice and Dana Schmalz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/02/2024	Management	4	Elect Director John Rice	For	For	Against	Against	Votes AGAINST non-independent nominees William (Willy) Walker, Michael Malone, John Rice and Dana Schmalz are warranted for lack of a majority independent board. Votes AGAINST Michael Malone, John Rice and Dana Schmalz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/02/2024	Management	5	Elect Director Dana L. Schmalz	For	For	Against	Against	Votes AGAINST non-independent nominees William (Willy) Walker, Michael Malone, John Rice and Dana Schmalz are warranted for lack of a majority independent board. Votes AGAINST Michael Malone, John Rice and Dana Schmalz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/02/2024	Management	6	Elect Director William M. Walker	For	For	Against	Against	Votes AGAINST non-independent nominees William (Willy) Walker, Michael Malone, John Rice and Dana Schmalz are warranted for lack of a majority independent board. Votes AGAINST Michael Malone, John Rice and Dana Schmalz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/02/2024	Management	7	Elect Director Donna C. Wells	For	For	For	For	Votes AGAINST non-independent nominees William (Willy) Walker, Michael Malone, John Rice and Dana Schmalz are warranted for lack of a majority independent board. Votes AGAINST Michael Malone, John Rice and Dana Schmalz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/02/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Walker & Dunlop, Inc.	05/02/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Walker & Dunlop, Inc.	05/02/2024	Management	10	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Warby Parker Inc.	06/07/2024	Management	1	Elect Director Neil Blumenthal	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Neil Blumenthal and Andrew (Andy) Hunt are warranted for lack of a majority independent board. WITHHOLD votes for Andrew (Andy) Hunt are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee member Andrew (Andy) Hunt are further warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Governance Committee member Gabrielle Sulzberger are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights, and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Warby Parker Inc.	06/07/2024	Management	2	Elect Director Andrew Hunt	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Neil Blumenthal and Andrew (Andy) Hunt are warranted for lack of a majority independent board. WITHHOLD votes for Andrew (Andy) Hunt are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee member Andrew (Andy) Hunt are further warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Governance Committee member Gabrielle Sulzberger are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights, and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
Warby Parker Inc.	06/07/2024	Management	3	Elect Director Gabrielle Sulzberger	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Neil Blumenthal and Andrew (Andy) Hunt are warranted for lack of a majority independent board. WITHHOLD votes for Andrew (Andy) Hunt are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee member Andrew (Andy) Hunt are further warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Governance Committee member Gabrielle Sulzberger are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights, and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
Warby Parker Inc.	06/07/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Warby Parker Inc.	06/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Warrior Met Coal, Inc.	04/25/2024	Management	2	Elect Director Ana B. Amicarella	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Warrior Met Coal, Inc.	04/25/2024	Management	3	Elect Director J. Brett Harvey	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Warrior Met Coal, Inc.	04/25/2024	Management	4	Elect Director Walter J. Scheller, III	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Warrior Met Coal, Inc.	04/25/2024	Management	5	Elect Director Lisa M. Schnorr	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Warrior Met Coal, Inc.	04/25/2024	Management	6	Elect Director Alan H. Schumacher	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Warrior Met Coal, Inc.	04/25/2024	Management	7	Elect Director Stephen D. Williams	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Warrior Met Coal, Inc.	04/25/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Warrior Met Coal, Inc.	04/25/2024	Management	9	Advisory Vote on Say on Pay Frequency	One Year	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Warrior Met Coal, Inc.	04/25/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Warrior Met Coal, Inc.	04/25/2024	Shareholder	11	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Warrior Met Coal, Inc.	04/25/2024	Shareholder	12	Adopt Proxy Access Right	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Warrior Met Coal, Inc.	04/25/2024	Shareholder	13	Amend Certificate of Incorporation to Prohibit the Issuance of Preferred Stock without Prior Shareholder Approval	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Warrior Met Coal, Inc.	04/25/2024	Shareholder	14	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Warrior Met Coal, Inc.	04/25/2024	Shareholder	15	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining Rights	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Warrior Met Coal, Inc.	04/25/2024	Management	17	Elect Director Ana B. Amicarella	None	For	For	For	A vote FOR the director nominees is warranted.
Warrior Met Coal, Inc.	04/25/2024	Management	18	Elect Director J. Brett Harvey	None	For	For	For	A vote FOR the director nominees is warranted.
Warrior Met Coal, Inc.	04/25/2024	Management	19	Elect Director Walter J. Scheller, III	None	For	For	For	A vote FOR the director nominees is warranted.
Warrior Met Coal, Inc.	04/25/2024	Management	20	Elect Director Lisa M. Schnorr	None	For	For	For	A vote FOR the director nominees is warranted.
Warrior Met Coal, Inc.	04/25/2024	Management	21	Elect Director Alan H. Schumacher	None	For	For	For	A vote FOR the director nominees is warranted.
Warrior Met Coal, Inc.	04/25/2024	Management	22	Elect Director Stephen D. Williams	None	For	For	For	A vote FOR the director nominees is warranted.
Warrior Met Coal, Inc.	04/25/2024	Management	23	Advisory Vote to Ratify Named Executive Officers' Compensation	None	For	For	For	
Warrior Met Coal, Inc.	04/25/2024	Management	24	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Warrior Met Coal, Inc.	04/25/2024	Management	25	Ratify Ernst & Young LLP as Auditors	None	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Warrior Met Coal, Inc.	04/25/2024	Shareholder	26	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	For	For	For	For	A vote FOR this proposal is warranted, as it would enhance shareholder rights.
Warrior Met Coal, Inc.	04/25/2024	Shareholder	27	Adopt Proxy Access Right	For	For	For	For	A vote FOR this proposal is warranted, as adoption of proxy access will enhance shareholder rights.
Warrior Met Coal, Inc.	04/25/2024	Shareholder	28	Amend Certificate of Incorporation to Prohibit the Issuance of Preferred Stock without Prior Shareholder Approval	For	Against	For	For	A vote FOR this proposal is warranted as requiring shareholder approval to issue preferred stock would enhance shareholder rights and address any entrenchment concerns inherent within poison pill usage.
Warrior Met Coal, Inc.	04/25/2024	Shareholder	29	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	For	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, and the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Warrior Met Coal, Inc.	04/25/2024	Shareholder	30	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining Rights	For	For	For	For	A vote FOR this proposal is warranted, as this assessment may benefit shareholders by improving the company's management of related risks.
Washington Trust Bancorp, Inc.	04/23/2024	Management	1	Elect Director Constance A. Howes	For	For	For	For	WITHHOLD votes for Edwin Santos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Washington Trust Bancorp, Inc.	04/23/2024	Management	2	Elect Director Edwin J. Santos	For	For	Withhold	Withhold	WITHHOLD votes for Edwin Santos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Washington Trust Bancorp, Inc.	04/23/2024	Management	3	Elect Director Lisa M. Stanton	For	For	For	For	WITHHOLD votes for Edwin Santos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Washington Trust Bancorp, Inc.	04/23/2024	Management	4	Elect Director Angel Taveras	For	For	For	For	WITHHOLD votes for Edwin Santos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Washington Trust Bancorp, Inc.	04/23/2024	Management	5	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Washington Trust Bancorp, Inc.	04/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Waterstone Financial, Inc.	05/21/2024	Management	1	Elect Director Douglas S. Gordon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Lawton and Douglas Gordon are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Lawton are also warranted for serving as a non-independent member of a key board committee.
Waterstone Financial, Inc.	05/21/2024	Management	2	Elect Director Patrick S. Lawton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Lawton and Douglas Gordon are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Lawton are also warranted for serving as a non-independent member of a key board committee.
Waterstone Financial, Inc.	05/21/2024	Management	3	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Waterstone Financial, Inc.	05/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Watts Water Technologies, Inc.	05/22/2024	Management	1	Elect Director Rebecca J. Boll	For	For	For	For	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Dunbar, Michael Dubose, Louise Goeser, Merilee Raines, and Joseph Reitmeier are warranted (i) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and (ii) due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/22/2024	Management	2	Elect Director Michael J. Dubose	For	Withhold	Withhold	Withhold	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Dunbar, Michael Dubose, Louise Goeser, Merilee Raines, and Joseph Reitmeier are warranted (i) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and (ii) due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/22/2024	Management	3	Elect Director David A. Dunbar	For	Withhold	Withhold	Withhold	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Dunbar, Michael Dubose, Louise Goeser, Merilee Raines, and Joseph Reitmeier are warranted (i) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and (ii) due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/22/2024	Management	4	Elect Director Louise K. Goeser	For	Withhold	Withhold	Withhold	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Dunbar, Michael Dubose, Louise Goeser, Merilee Raines, and Joseph Reitmeier are warranted (i) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and (ii) due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/22/2024	Management	5	Elect Director Kenneth Napolitano	For	For	For	For	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Dunbar, Michael Dubose, Louise Goeser, Merilee Raines, and Joseph Reitmeier are warranted (i) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and (ii) due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/22/2024	Management	6	Elect Director Joseph T. Noonan	For	For	For	For	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Dunbar, Michael Dubose, Louise Goeser, Merilee Raines, and Joseph Reitmeier are warranted (i) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and (ii) due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/22/2024	Management	7	Elect Director Robert J. Pagano, Jr.	For	For	For	For	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Dunbar, Michael Dubose, Louise Goeser, Merilee Raines, and Joseph Reitmeier are warranted (i) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and (ii) due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/22/2024	Management	8	Elect Director Merilee Raines	For	Withhold	Withhold	Withhold	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Dunbar, Michael Dubose, Louise Goeser, Merilee Raines, and Joseph Reitmeier are warranted (i) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and (ii) due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.



## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Watts Water Technologies, Inc.	05/22/2024	Management	9	Elect Director Joseph W. Reitmeier	For	Withhold	Withhold	Withhold	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Dunbar, Michael Dubose, Louise Goeser, Merilee Raines, and Joseph Reitmeier are warranted (i) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and (ii) due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Watts Water Technologies, Inc.	05/22/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Weatherford International plc	06/12/2024	Management	1	Elect Director Benjamin C. Duster, IV	For	For	For	For	A vote FOR all director nominees is warranted.
Weatherford International plc	06/12/2024	Management	2	Elect Director Neal P. Goldman	For	For	For	For	A vote FOR all director nominees is warranted.
Weatherford International plc	06/12/2024	Management	3	Elect Director Jacqueline C. Mutschler	For	For	For	For	A vote FOR all director nominees is warranted.
Weatherford International plc	06/12/2024	Management	4	Elect Director Girishchandra K. Saligram	For	For	For	For	A vote FOR all director nominees is warranted.
Weatherford International plc	06/12/2024	Management	5	Elect Director Charles M. Sledge	For	For	For	For	A vote FOR all director nominees is warranted.
Weatherford International plc	06/12/2024	Management	6	Ratify the Appointment of KPMG LLP as Auditor and KPMG Chartered Accountants, Dublin as Statutory Auditor under Irish Law, and Authorize the Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Weatherford International plc	06/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Weatherford International plc	06/12/2024	Management	8	Authorize Board to Issue of Shares under Irish Law	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts are not within recommended limits.
Weatherford International plc	06/12/2024	Management	9	Authorize the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights Under Irish Law	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts are not within recommended limits.
Webster Financial Corporation	04/24/2024	Management	1	Elect Director John R. Ciulla	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	2	Elect Director William L. Atwell	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	3	Elect Director John P. Cahill	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	4	Elect Director E. Carol Hayles	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	5	Elect Director Mona Aboelnaga Kanaan	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	6	Elect Director Maureen B. Mitchell	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	7	Elect Director Laurence C. Morse	For	For	Against	Against	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	8	Elect Director Richard O'Toole	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	9	Elect Director Mark Pettie	For	For	Against	Against	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Webster Financial Corporation	04/24/2024	Management	10	Elect Director Lauren C. States	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	11	Elect Director William E. Whiston	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Webster Financial Corporation	04/24/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wesbanco, Inc.	04/17/2024	Management	1	Elect Director James W. Cornelsen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey (Jeff) Jackson, James Cornelsen and D. Bruce Knox are warranted for lack of a majority independent board. WITHHOLD votes for D. Bruce Knox are also warranted for serving as a non-independent member of a key board committee. A vote FOR Robert J. Fitzsimmons is warranted.
Wesbanco, Inc.	04/17/2024	Management	2	Elect Director Robert J. Fitzsimmons	For	For	For	For	WITHHOLD votes for non-independent nominees Jeffrey (Jeff) Jackson, James Cornelsen and D. Bruce Knox are warranted for lack of a majority independent board. WITHHOLD votes for D. Bruce Knox are also warranted for serving as a non-independent member of a key board committee. A vote FOR Robert J. Fitzsimmons is warranted.
Wesbanco, Inc.	04/17/2024	Management	3	Elect Director D. Bruce Knox	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey (Jeff) Jackson, James Cornelsen and D. Bruce Knox are warranted for lack of a majority independent board. WITHHOLD votes for D. Bruce Knox are also warranted for serving as a non-independent member of a key board committee. A vote FOR Robert J. Fitzsimmons is warranted.
Wesbanco, Inc.	04/17/2024	Management	4	Elect Director Jeffrey H. Jackson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey (Jeff) Jackson, James Cornelsen and D. Bruce Knox are warranted for lack of a majority independent board. WITHHOLD votes for D. Bruce Knox are also warranted for serving as a non-independent member of a key board committee. A vote FOR Robert J. Fitzsimmons is warranted.
Wesbanco, Inc.	04/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Wesbanco, Inc.	04/17/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wesbanco, Inc.	04/17/2024	Management	7	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Wesbanco, Inc.	04/17/2024	Management	8	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
WESCO International, Inc.	05/23/2024	Management	1	Elect Director John J. Engel	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	2	Elect Director Glynis A. Bryan	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	3	Elect Director Anne M. Cooney	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	4	Elect Director Matthew J. Espe	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
WESCO International, Inc.	05/23/2024	Management	5	Elect Director Bobby J. Griffin	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	6	Elect Director Sundaram "Naga" Nagarajan	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	7	Elect Director Steven A. Raymund	For	For	Withhold	Withhold	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	8	Elect Director James L. Singleton	For	For	Withhold	Withhold	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	9	Elect Director Easwaran Sundaram	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	10	Elect Director Laura K. Thompson	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
WESCO International, Inc.	05/23/2024	Management	12	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
WESCO International, Inc.	05/23/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
West Bancorporation, Inc.	04/25/2024	Management	1	Elect Director Patrick J. Donovan	For	For	For	For	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, Sean McMurray, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer, Sean McMurray and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/25/2024	Management	2	Elect Director Lisa J. Elming	For	For	For	For	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, Sean McMurray, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer, Sean McMurray and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/25/2024	Management	3	Elect Director Steven K. Gaer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, Sean McMurray, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer, Sean McMurray and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/25/2024	Management	4	Elect Director Douglas R. Gulling	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, Sean McMurray, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer, Sean McMurray and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
West Bancorporation, Inc.	04/25/2024	Management	5	Elect Director Sean P. McMurray	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, Sean McMurray, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer, Sean McMurray and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/25/2024	Management	6	Elect Director George D. Milligan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, Sean McMurray, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer, Sean McMurray and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/25/2024	Management	7	Elect Director David D. Nelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, Sean McMurray, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer, Sean McMurray and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/25/2024	Management	8	Elect Director James W. Noyce	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, Sean McMurray, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer, Sean McMurray and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/25/2024	Management	9	Elect Director Rosemary Parson	For	For	For	For	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, Sean McMurray, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer, Sean McMurray and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/25/2024	Management	10	Elect Director Steven T. Schuler	For	For	For	For	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, Sean McMurray, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer, Sean McMurray and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/25/2024	Management	11	Elect Director Therese M. Vaughan	For	For	For	For	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, Sean McMurray, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer, Sean McMurray and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/25/2024	Management	12	Elect Director Philip Jason Worth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, Sean McMurray, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer, Sean McMurray and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
West Bancorporation, Inc.	04/25/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
West Bancorporation, Inc.	04/25/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
West Bancorporation, Inc.	04/25/2024	Management	15	Amend Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
West Bancorporation, Inc.	04/25/2024	Management	16	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Westamerica Bancorporation	04/25/2024	Management	1	Elect Director E. Joseph Bowler	For	For	Against	Against	Votes AGAINST Edward Sylvester and E. Joseph Bowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/25/2024	Management	2	Elect Director Alisa Belew	For	For	For	For	Votes AGAINST Edward Sylvester and E. Joseph Bowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/25/2024	Management	3	Elect Director Martin Camsey	For	For	For	For	Votes AGAINST Edward Sylvester and E. Joseph Bowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/25/2024	Management	4	Elect Director Melanie Martella Chiesa	For	For	For	For	Votes AGAINST Edward Sylvester and E. Joseph Bowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/25/2024	Management	5	Elect Director Michele Hassid	For	For	For	For	Votes AGAINST Edward Sylvester and E. Joseph Bowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/25/2024	Management	6	Elect Director David L. Payne	For	For	For	For	Votes AGAINST Edward Sylvester and E. Joseph Bowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/25/2024	Management	7	Elect Director Edward B. Sylvester	For	For	Against	Against	Votes AGAINST Edward Sylvester and E. Joseph Bowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/25/2024	Management	8	Elect Director Inez Wondeh	For	For	For	For	Votes AGAINST Edward Sylvester and E. Joseph Bowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Westamerica Bancorporation	04/25/2024	Management	10	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Western Alliance Bancorporation	06/12/2024	Management	1	Elect Director Bruce D. Beach	For	For	Against	Against	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	2	Elect Director Kevin M. Blakely	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	3	Elect Director Juan R. Figuereo	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	4	Elect Director Howard N. Gould	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Western Alliance Bancorporation	06/12/2024	Management	5	Elect Director Greta Guggenheim	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	6	Elect Director Christopher A. Halmy	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	7	Elect Director Mary Chris Jammet	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	8	Elect Director Marianne Boyd Johnson	For	For	Against	Against	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	9	Elect Director Mary Tuuk Kuras	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	10	Elect Director Robert P. Latta	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	11	Elect Director Anthony T. Meola	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	12	Elect Director Bryan K. Segedi	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	13	Elect Director Donald D. Snyder	For	For	Against	Against	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	14	Elect Director Kenneth A. Vecchione	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Western Alliance Bancorporation	06/12/2024	Management	16	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Western Alliance Bancorporation	06/12/2024	Management	17	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Western Alliance Bancorporation	06/12/2024	Shareholder	18	Report on Overseeing Risks Related to Discrimination Including Religious/Political Views	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against customers.
Western New England Bancorp, Inc.	05/09/2024	Management	1	Elect Director James C. Hagan	For	For	For	For	A vote FOR all director nominees is warranted.
Western New England Bancorp, Inc.	05/09/2024	Management	2	Elect Director William D. Masse	For	For	For	For	A vote FOR all director nominees is warranted.
Western New England Bancorp, Inc.	05/09/2024	Management	3	Elect Director Philip R. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Western New England Bancorp, Inc.	05/09/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Western New England Bancorp, Inc.	05/09/2024	Management	5	Ratify Wolf & Company, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Westwood Holdings Group, Inc.	05/01/2024	Management	1	Elect Director Brian O. Casey	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Frank, Brian Casey and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Westwood Holdings Group, Inc.	05/01/2024	Management	2	Elect Director Richard M. Frank	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Frank, Brian Casey and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westwood Holdings Group, Inc.	05/01/2024	Management	3	Elect Director Ellen H. Masterson	For	For	For	For	Votes AGAINST non-independent nominees Richard Frank, Brian Casey and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westwood Holdings Group, Inc.	05/01/2024	Management	4	Elect Director Geoffrey R. Norman	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Frank, Brian Casey and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westwood Holdings Group, Inc.	05/01/2024	Management	5	Elect Director Randy A. Bowman	For	For	For	For	Votes AGAINST non-independent nominees Richard Frank, Brian Casey and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westwood Holdings Group, Inc.	05/01/2024	Management	6	Ratify BDO USA, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Westwood Holdings Group, Inc.	05/01/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.63 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive. * The plan allows for single-trigger vesting of equity awards upon a change in control.
Westwood Holdings Group, Inc.	05/01/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Westwood Holdings Group, Inc.	05/01/2024	Management	9	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Weyco Group, Inc.	05/07/2024	Management	1	Elect Director Tina Chang	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert (Bob) Feitler, Thomas (Tom) W. Florsheim, John Florsheim, Cory Nettles, and Frederick Stratton W. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are warranted as the company's change in control agreements with certain executives contain legacy modified single-trigger severance and auto-accelerated equity vesting provisions. Additionally, equity awards to the CEO lack any performance-contingent pay elements.

# B.1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Weyco Group, Inc.	05/07/2024	Management	2	Elect Director Robert Feitler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert (Bob) Feitler, Thomas (Tom) W. Florsheim, John Florsheim, Cory Nettles, and Frederick Stratton Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are warranted as the company's change in control agreements with certain executives contain legacy modified single-trigger severance and auto-accelerated equity vesting provisions. Additionally, equity awards to the CEO lack any performance-contingent pay elements.
Weyco Group, Inc.	05/07/2024	Management	3	Elect Director John W. Florsheim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert (Bob) Feitler, Thomas (Tom) W. Florsheim, John Florsheim, Cory Nettles, and Frederick Stratton Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are warranted as the company's change in control agreements with certain executives contain legacy modified single-trigger severance and auto-accelerated equity vesting provisions. Additionally, equity awards to the CEO lack any performance-contingent pay elements.
Weyco Group, Inc.	05/07/2024	Management	4	Elect Director Thomas W. Florsheim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert (Bob) Feitler, Thomas (Tom) W. Florsheim, John Florsheim, Cory Nettles, and Frederick Stratton Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are warranted as the company's change in control agreements with certain executives contain legacy modified single-trigger severance and auto-accelerated equity vesting provisions. Additionally, equity awards to the CEO lack any performance-contingent pay elements.
Weyco Group, Inc.	05/07/2024	Management	5	Elect Director Thomas W. Florsheim, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert (Bob) Feitler, Thomas (Tom) W. Florsheim, John Florsheim, Cory Nettles, and Frederick Stratton Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are warranted as the company's change in control agreements with certain executives contain legacy modified single-trigger severance and auto-accelerated equity vesting provisions. Additionally, equity awards to the CEO lack any performance-contingent pay elements.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Weyco Group, Inc.	05/07/2024	Management	6	Elect Director Cory L. Nettles	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert (Bob) Feitler, Thomas (Tom) W. Florsheim, John Florsheim, Cory Nettles, and Frederick Stratton Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are warranted as the company's change in control agreements with certain executives contain legacy modified single-trigger severance and auto-accelerated equity vesting provisions. Additionally, equity awards to the CEO lack any performance-contingent pay elements.
Weyco Group, Inc.	05/07/2024	Management	7	Elect Director Frederick P. Stratton, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert (Bob) Feitler, Thomas (Tom) W. Florsheim, John Florsheim, Cory Nettles, and Frederick Stratton Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Tina Chang, Robert (Bob) Feitler, Cory Nettles, and Frederick Stratton Jr. are warranted as the company's change in control agreements with certain executives contain legacy modified single-trigger severance and auto-accelerated equity vesting provisions. Additionally, equity awards to the CEO lack any performance-contingent pay elements.
Weyco Group, Inc.	05/07/2024	Management	8	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Weyco Group, Inc.	05/07/2024	Management	9	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: - The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.66 percent is excessive.
White Mountains Insurance Group, Ltd.	05/23/2024	Management	1	Elect Director Reid T. Campbell	For	For	For	For	A vote FOR all the director nominees is warranted.
White Mountains Insurance Group, Ltd.	05/23/2024	Management	2	Elect Director Margaret Dillon	For	For	For	For	A vote FOR all the director nominees is warranted.
White Mountains Insurance Group, Ltd.	05/23/2024	Management	3	Elect Director Philip A. Gelston	For	For	For	For	A vote FOR all the director nominees is warranted.
White Mountains Insurance Group, Ltd.	05/23/2024	Management	4	Elect Director David A. Tanner	For	For	For	For	A vote FOR all the director nominees is warranted.
White Mountains Insurance Group, Ltd.	05/23/2024	Management	5	Approval of Advisory Resolution on Executive Compensation.	For	For	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.
White Mountains Insurance Group, Ltd.	05/23/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors.	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WideOpenWest, Inc.	05/09/2024	Management	1	Elect Director Teresa Elder	For	For	For	For	A vote AGAINST incumbent Governance Committee member Phil Seskin is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
WideOpenWest, Inc.	05/09/2024	Management	2	Elect Director Jeffrey Marcus	For	For	For	For	A vote AGAINST incumbent Governance Committee member Phil Seskin is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
WideOpenWest, Inc.	05/09/2024	Management	3	Elect Director Phil Seskin	For	Against	Against	Against	A vote AGAINST incumbent Governance Committee member Phil Seskin is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
WideOpenWest, Inc.	05/09/2024	Management	4	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WideOpenWest, Inc.	05/09/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
WideOpenWest, Inc.	05/09/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
WideOpenWest, Inc.	05/09/2024	Management	7	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
WidePoint Corporation	06/14/2024	Management	1	Elect Director John Fitzgerald	For	For	For	For	A vote FOR the director nominee John Fitzgerald is warranted.
WidePoint Corporation	06/14/2024	Management	2	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Willdan Group, Inc.	06/13/2024	Management	1	Elect Director Thomas D. Brisbin	For	For	For	For	WITHHOLD votes for Governance Committee Chair Mohammad Shahidehpour are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Willdan Group, Inc.	06/13/2024	Management	2	Elect Director Michael A. Bieber	For	For	For	For	WITHHOLD votes for Governance Committee Chair Mohammad Shahidehpour are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Willdan Group, Inc.	06/13/2024	Management	3	Elect Director Steven A. Cohen	For	For	For	For	WITHHOLD votes for Governance Committee Chair Mohammad Shahidehpour are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Willdan Group, Inc.	06/13/2024	Management	4	Elect Director Cynthia A. Downes	For	For	For	For	WITHHOLD votes for Governance Committee Chair Mohammad Shahidehpour are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Willdan Group, Inc.	06/13/2024	Management	5	Elect Director Dennis V. McGinn	For	For	For	For	WITHHOLD votes for Governance Committee Chair Mohammad Shahidehpour are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Willdan Group, Inc.	06/13/2024	Management	6	Elect Director Wanda K. Reder	For	For	For	For	WITHHOLD votes for Governance Committee Chair Mohammad Shahidehpour are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Willdan Group, Inc.	06/13/2024	Management	7	Elect Director Mohammad Shahidehpour	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee Chair Mohammad Shahidehpour are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Willdan Group, Inc.	06/13/2024	Management	8	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Willdan Group, Inc.	06/13/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Willdan Group, Inc.	06/13/2024	Management	10	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.98 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Willis Lease Finance Corporation	05/22/2024	Management	1	Elect Director Colm Barrington	For	For	For	For	Votes AGAINST non-independent nominee Austin Willis are warranted for the company's lack of a formal nominating committee. Votes AGAINST incumbent director nominee Austin Willis are also warranted for maintaining a long-term poison pill that has not been ratified by shareholders. In the absence of a formal nominating committee, a vote AGAINST incumbent director nominee Austin Willis is further warranted for lack of diversity on the board. In the absence of a say-on-pay proposal, a vote FOR compensation committee Colm Barrington is warranted, with caution, due to an unmitigated pay-for-performance misalignment. Performance shares utilized a one-year performance period, and the CEO and the executive chairman received outsized bonuses that are ultimately discretionary. Additionally, the executive chairman received a relatively high base salary. Furthermore, the company provided an inordinate amount of automobile and financial planning perquisites to the CEO, equity awards allow for auto-accelerated vesting upon a change in control, and the company lacks certain risk-mitigating provisions.
Willis Lease Finance Corporation	05/22/2024	Management	2	Elect Director Austin C. Willis	For	Against	Against	Against	Votes AGAINST non-independent nominee Austin Willis are warranted for the company's lack of a formal nominating committee. Votes AGAINST incumbent director nominee Austin Willis are also warranted for maintaining a long-term poison pill that has not been ratified by shareholders. In the absence of a formal nominating committee, a vote AGAINST incumbent director nominee Austin Willis is further warranted for lack of diversity on the board. In the absence of a say-on-pay proposal, a vote FOR compensation committee Colm Barrington is warranted, with caution, due to an unmitigated pay-for-performance misalignment. Performance shares utilized a one-year performance period, and the CEO and the executive chairman received outsized bonuses that are ultimately discretionary. Additionally, the executive chairman received a relatively high base salary. Furthermore, the company provided an inordinate amount of automobile and financial planning perquisites to the CEO, equity awards allow for auto-accelerated vesting upon a change in control, and the company lacks certain risk-mitigating provisions.
Willis Lease Finance Corporation	05/22/2024	Management	3	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Willis Lease Finance Corporation	05/22/2024	Management	4	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Wingstop Inc.	05/23/2024	Management	1	Elect Director Kate S. Lavelle	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Michael Skipworth, Kate Lavelle, and Kilandigalu (Kay) Madati given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Wingstop Inc.	05/23/2024	Management	2	Elect Director Kilandigalu (Kay) M. Madati	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Michael Skipworth, Kate Lavelle, and Kilandigalu (Kay) Madati given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Wingstop Inc.	05/23/2024	Management	3	Elect Director Michael J. Skipworth	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Michael Skipworth, Kate Lavelle, and Kilandigalu (Kay) Madati given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Wingstop Inc.	05/23/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Wingstop Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Wingstop Inc.	05/23/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Wingstop Inc.	05/23/2024	Management	7	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
Wingstop Inc.	05/23/2024	Shareholder	8	Report on GHG Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as disclosing GHG emissions and setting emission reduction targets would help the company better align with its peers and address risks related to climate change.
Winmark Corporation	04/24/2024	Management	1	Fix Number of Directors at Seven	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.
Winmark Corporation	04/24/2024	Management	2	Elect Director Brett D. Heffes	For	For	For	For	WITHHOLD votes for Lawrence (Larry) Barbetta and Jenele Grassle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/24/2024	Management	3	Elect Director Lawrence A. Barbetta	For	For	Withhold	Withhold	WITHHOLD votes for Lawrence (Larry) Barbetta and Jenele Grassle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/24/2024	Management	4	Elect Director Amy C. Becker	For	For	For	For	WITHHOLD votes for Lawrence (Larry) Barbetta and Jenele Grassle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/24/2024	Management	5	Elect Director Jenele C. Grassle	For	For	Withhold	Withhold	WITHHOLD votes for Lawrence (Larry) Barbetta and Jenele Grassle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/24/2024	Management	6	Elect Director Philip I. Smith	For	For	For	For	WITHHOLD votes for Lawrence (Larry) Barbetta and Jenele Grassle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/24/2024	Management	7	Elect Director Gina D. Sprenger	For	For	For	For	WITHHOLD votes for Lawrence (Larry) Barbetta and Jenele Grassle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/24/2024	Management	8	Elect Director Percy C. (Tom) Tomlinson, Jr.	For	For	For	For	WITHHOLD votes for Lawrence (Larry) Barbetta and Jenele Grassle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/24/2024	Management	9	Amend Stock Option Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Winmark Corporation	04/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Winmark Corporation	04/24/2024	Management	11	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wintrust Financial Corporation	05/23/2024	Management	1	Elect Director Elizabeth H. Connelly	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	2	Elect Director Timothy S. Crane	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	3	Elect Director Peter D. Crist	For	For	Against	Against	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Wintrust Financial Corporation	05/23/2024	Management	4	Elect Director William J. Doyle	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	5	Elect Director Marla F. Glabe	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	6	Elect Director H. Patrick Hackett, Jr.	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	7	Elect Director Scott K. Heitmann	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	8	Elect Director Brian A. Kenney	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	9	Elect Director Deborah L. Hall Lefevre	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	10	Elect Director Suzet M. McKinney	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	11	Elect Director Gregory A. Smith	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	12	Elect Director Karin Gustafson Teglia	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	13	Elect Director Alex E. Washington, III	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	14	Elect Director Edward J. Wehmer	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Wintrust Financial Corporation	05/23/2024	Management	16	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WisdomTree, Inc.	06/12/2024	Management	2	Elect Director Lynn S. Blake	For	For	For	For	As there is no case for incremental change at this juncture, shareholders are recommended to vote FOR all management nominees.
WisdomTree, Inc.	06/12/2024	Management	3	Elect Director Anthony Bossone	For	For	For	For	As there is no case for incremental change at this juncture, shareholders are recommended to vote FOR all management nominees.
WisdomTree, Inc.	06/12/2024	Management	4	Elect Director Smita Conjeevaram	For	For	For	For	As there is no case for incremental change at this juncture, shareholders are recommended to vote FOR all management nominees.
WisdomTree, Inc.	06/12/2024	Management	5	Elect Director Rilla Delorier	For	For	For	For	As there is no case for incremental change at this juncture, shareholders are recommended to vote FOR all management nominees.
WisdomTree, Inc.	06/12/2024	Management	6	Elect Director Daniela Mielke	For	For	For	For	As there is no case for incremental change at this juncture, shareholders are recommended to vote FOR all management nominees.
WisdomTree, Inc.	06/12/2024	Management	7	Elect Director Shamla Naidoo	For	For	For	For	As there is no case for incremental change at this juncture, shareholders are recommended to vote FOR all management nominees.
WisdomTree, Inc.	06/12/2024	Management	8	Elect Director Win Neuger	For	For	For	For	As there is no case for incremental change at this juncture, shareholders are recommended to vote FOR all management nominees.
WisdomTree, Inc.	06/12/2024	Management	9	Elect Director Tonia Pankopf	For	For	For	For	As there is no case for incremental change at this juncture, shareholders are recommended to vote FOR all management nominees.
WisdomTree, Inc.	06/12/2024	Management	10	Elect Director Jonathan Steinberg	For	For	For	For	As there is no case for incremental change at this juncture, shareholders are recommended to vote FOR all management nominees.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
WisdomTree, Inc.	06/12/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WisdomTree, Inc.	06/12/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
WisdomTree, Inc.	06/12/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
WisdomTree, Inc.	06/12/2024	Management	14	Amend Shareholder Rights Plan (Poison Pill)	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the pill has a less than p/greater than Trigger of only 10 percent and shareholders' existing inability to act outside the annual meeting cycle raises concern about its potential use as an entrenchment mechanism.
WisdomTree, Inc.	06/12/2024	Shareholder	17	Elect Director Jonathan Steinberg	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/12/2024	Shareholder	18	Elect Director Win Neuger	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/12/2024	Shareholder	19	Elect Director Anthony Bossone	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/12/2024	Shareholder	21	Elect Director Lynn S. Blake	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/12/2024	Shareholder	22	Elect Director Smita Conjeevaram	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/12/2024	Shareholder	23	Elect Director Rilla Delorier	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/12/2024	Shareholder	24	Elect Director Daniela Mielke	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/12/2024	Shareholder	25	Elect Director Shamla Naidoo	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/12/2024	Shareholder	26	Elect Director Tonia Pankopf	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/12/2024	Management	27	Ratify Ernst & Young LLP as Auditors	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/12/2024	Management	28	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/12/2024	Management	29	Advisory Vote on Say on Pay Frequency	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/12/2024	Management	30	Amend Shareholder Rights Plan (Poison Pill)	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Wolverine World Wide, Inc.	05/02/2024	Management	1	Elect Director Stacia Andersen	For	For	For	For	Votes AGAINST non-independent nominee Brenda Lauderback are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wolverine World Wide, Inc.	05/02/2024	Management	2	Elect Director Brenda J. Lauderback	For	For	Against	Against	Votes AGAINST non-independent nominee Brenda Lauderback are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wolverine World Wide, Inc.	05/02/2024	Management	3	Elect Director DeMonty Price	For	For	For	For	Votes AGAINST non-independent nominee Brenda Lauderback are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wolverine World Wide, Inc.	05/02/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided inordinate amounts of tax equalization benefits to an NEO and financial planning prerequisites to the CEO. As a result, the total amount of perquisite compensation for the executives is deemed excessive.
Wolverine World Wide, Inc.	05/02/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wolverine World Wide, Inc.	05/02/2024	Management	6	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Woodward, Inc.	01/24/2024	Management	1	Elect Director Charles P. Blankenship, Jr.	For	For	For	For	Votes AGAINST John Cohn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Woodward, Inc.	01/24/2024	Management	2	Elect Director John D. Cohn	For	For	Against	Against	Votes AGAINST John Cohn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Woodward, Inc.	01/24/2024	Management	3	Elect Director Daniel G. Korte	For	For	For	For	Votes AGAINST John Cohn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Woodward, Inc.	01/24/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Woodward, Inc.	01/24/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
World Kinect Corporation	06/06/2024	Management	1	Elect Director Michael J. Kasbar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Kinect Corporation	06/06/2024	Management	2	Elect Director Ken Bakshi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Kinect Corporation	06/06/2024	Management	3	Elect Director Jorge L. Benitez	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Kinect Corporation	06/06/2024	Management	4	Elect Director Sharda Cherwoo	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Kinect Corporation	06/06/2024	Management	5	Elect Director Richard A. Kassar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Kinect Corporation	06/06/2024	Management	6	Elect Director John L. Manley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
World Kinect Corporation	06/06/2024	Management	7	Elect Director Stephen K. Roddenberry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Kinect Corporation	06/06/2024	Management	8	Elect Director Jill B. Smart	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Kinect Corporation	06/06/2024	Management	9	Elect Director Paul H. Stebbins	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Kinect Corporation	06/06/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
World Kinect Corporation	06/06/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WSFS Financial Corporation	05/16/2024	Management	1	Elect Director Anat Bird	For	For	Withhold	Withhold	WITHHOLD votes for Jennifer Davis and Anat Bird are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WSFS Financial Corporation	05/16/2024	Management	2	Elect Director Jennifer W. Davis	For	For	Withhold	Withhold	WITHHOLD votes for Jennifer Davis and Anat Bird are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WSFS Financial Corporation	05/16/2024	Management	3	Elect Director Michael J. Donahue	For	For	For	For	WITHHOLD votes for Jennifer Davis and Anat Bird are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WSFS Financial Corporation	05/16/2024	Management	4	Elect Director Lynn B. McKee	For	For	For	For	WITHHOLD votes for Jennifer Davis and Anat Bird are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WSFS Financial Corporation	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
WSFS Financial Corporation	05/16/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	1	Elect Director Geoffrey A. Ballotti	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	2	Elect Director Myra J. Biblowit	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	3	Elect Director James E. Buckman	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	4	Elect Director Bruce B. Churchill	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	5	Elect Director Mukul V. Deoras	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	6	Elect Director Stephen P. Holmes	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	7	Elect Director Ronald L. Nelson	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	8	Elect Director Pauline D.E. Richards	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
X4 Pharmaceuticals, Inc.	06/10/2024	Management	1	Elect Director David McGirr	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Michael (Mike) Wyzga and David McGirr as governance committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and as nominating committee members, for lack of racial/ethnic diversity on the board. A vote FOR director nominee Paula Ragan is warranted.
X4 Pharmaceuticals, Inc.	06/10/2024	Management	2	Elect Director Paula Ragan	For	For	For	For	WITHHOLD votes are warranted for Michael (Mike) Wyzga and David McGirr as governance committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and as nominating committee members, for lack of racial/ethnic diversity on the board. A vote FOR director nominee Paula Ragan is warranted.
X4 Pharmaceuticals, Inc.	06/10/2024	Management	3	Elect Director Michael S. Wyzga	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Michael (Mike) Wyzga and David McGirr as governance committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and as nominating committee members, for lack of racial/ethnic diversity on the board. A vote FOR director nominee Paula Ragan is warranted.
X4 Pharmaceuticals, Inc.	06/10/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
X4 Pharmaceuticals, Inc.	06/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Xencor, Inc.	06/13/2024	Management	1	Elect Director Bassil I. Dahiyat	For	For	For	For	A vote FOR all of the director nominees is warranted.
Xencor, Inc.	06/13/2024	Management	2	Elect Director Ellen G. Feigal	For	For	For	For	A vote FOR all of the director nominees is warranted.
Xencor, Inc.	06/13/2024	Management	3	Elect Director Kevin C. Gorman	For	For	For	For	A vote FOR all of the director nominees is warranted.
Xencor, Inc.	06/13/2024	Management	4	Elect Director Kurt A. Gustafson	For	For	For	For	A vote FOR all of the director nominees is warranted.
Xencor, Inc.	06/13/2024	Management	5	Elect Director Barbara J. Klenske	For	For	For	For	A vote FOR all of the director nominees is warranted.
Xencor, Inc.	06/13/2024	Management	6	Elect Director A. Bruce Montgomery	For	For	For	For	A vote FOR all of the director nominees is warranted.
Xencor, Inc.	06/13/2024	Management	7	Elect Director Richard J. Ranieri	For	For	For	For	A vote FOR all of the director nominees is warranted.
Xencor, Inc.	06/13/2024	Management	8	Elect Director Dagmar Rosa-Bjorkeson	For	For	For	For	A vote FOR all of the director nominees is warranted.
Xencor, Inc.	06/13/2024	Management	9	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Xencor, Inc.	06/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Xeris Biopharma Holdings, Inc.	06/05/2024	Management	1	Elect Director Paul R. Edick	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Marla Persky given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impact shareholder rights. A vote FOR Ricki L. Fairley and Paul Edick is warranted.
Xeris Biopharma Holdings, Inc.	06/05/2024	Management	2	Elect Director Ricki L. Fairley	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Marla Persky given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impact shareholder rights. A vote FOR Ricki L. Fairley and Paul Edick is warranted.
Xeris Biopharma Holdings, Inc.	06/05/2024	Management	3	Elect Director Marla S. Persky	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Marla Persky given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impact shareholder rights. A vote FOR Ricki L. Fairley and Paul Edick is warranted.
Xeris Biopharma Holdings, Inc.	06/05/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Xeris Biopharma Holdings, Inc.	06/05/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Xeris Biopharma Holdings, Inc.	06/05/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Xeris Biopharma Holdings, Inc.	06/05/2024	Management	7	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
XOMA Corporation	05/15/2024	Management	1	Elect Director Heather L. Franklin	For	For	For	For	WITHHOLD votes for Jack Wyszomierski and Joseph Limber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/15/2024	Management	2	Elect Director Natasha Hernday	For	For	For	For	WITHHOLD votes for Jack Wyszomierski and Joseph Limber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/15/2024	Management	3	Elect Director Owen Hughes	For	For	For	For	WITHHOLD votes for Jack Wyszomierski and Joseph Limber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/15/2024	Management	4	Elect Director Barbara Kosacz	For	For	For	For	WITHHOLD votes for Jack Wyszomierski and Joseph Limber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/15/2024	Management	5	Elect Director Joseph M. Limber	For	For	Withhold	Withhold	WITHHOLD votes for Jack Wyszomierski and Joseph Limber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/15/2024	Management	6	Elect Director Matthew D. Perry	For	For	For	For	WITHHOLD votes for Jack Wyszomierski and Joseph Limber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/15/2024	Management	7	Elect Director Jack L. Wyszomierski	For	For	Withhold	Withhold	WITHHOLD votes for Jack Wyszomierski and Joseph Limber are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/15/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
XPEL, Inc.	06/05/2024	Management	1	Elect Director Ryan L. Pape	For	For	For	For	WITHHOLD votes for Richard (Rick) Crumly are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Michael (Mike) Klonne, Stacy Bogart and Richard (Rick) Crumly for lack of racial or ethnic diversity on the board. A vote FOR John F. North and Ryan Pape is warranted.
XPEL, Inc.	06/05/2024	Management	2	Elect Director Stacy L. Bogart	For	Withhold	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Crumly are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Michael (Mike) Klonne, Stacy Bogart and Richard (Rick) Crumly for lack of racial or ethnic diversity on the board. A vote FOR John F. North and Ryan Pape is warranted.
XPEL, Inc.	06/05/2024	Management	3	Elect Director Richard K. Crumly	For	Withhold	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Crumly are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Michael (Mike) Klonne, Stacy Bogart and Richard (Rick) Crumly for lack of racial or ethnic diversity on the board. A vote FOR John F. North and Ryan Pape is warranted.
XPEL, Inc.	06/05/2024	Management	4	Elect Director Michael A. Klonne	For	Withhold	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Crumly are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Michael (Mike) Klonne, Stacy Bogart and Richard (Rick) Crumly for lack of racial or ethnic diversity on the board. A vote FOR John F. North and Ryan Pape is warranted.

# B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
XPEL, Inc.	06/05/2024	Management	5	Elect Director John F. North	For	For	For	For	WITHHOLD votes for Richard (Rick) Crumly are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Michael (Mike) Klonne, Stacy Bogart and Richard (Rick) Crumly for lack of racial or ethnic diversity on the board. A vote FOR John F. North and Ryan Pape is warranted.
XPEL, Inc.	06/05/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
XPEL, Inc.	06/05/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Xperi Inc.	05/24/2024	Management	3	Elect Management Nominee Director Darcy Antonellis	For	For	For	For	Votes FOR management nominees Antonellis, Habiger, Durr, Kirchner, and Seams are warranted on the BLUE management card. WITHHOLD votes are warranted on dissident nominees Lacey and Conrad.
Xperi Inc.	05/24/2024	Management	4	Elect Management Nominee Director Laura J. Durr	For	For	For	For	Votes FOR management nominees Antonellis, Habiger, Durr, Kirchner, and Seams are warranted on the BLUE management card. WITHHOLD votes are warranted on dissident nominees Lacey and Conrad.
Xperi Inc.	05/24/2024	Management	5	Elect Management Nominee Director David C. Habiger	For	For	For	For	Votes FOR management nominees Antonellis, Habiger, Durr, Kirchner, and Seams are warranted on the BLUE management card. WITHHOLD votes are warranted on dissident nominees Lacey and Conrad.
Xperi Inc.	05/24/2024	Management	6	Elect Management Nominee Director Jon E. Kirchner	For	For	For	For	Votes FOR management nominees Antonellis, Habiger, Durr, Kirchner, and Seams are warranted on the BLUE management card. WITHHOLD votes are warranted on dissident nominees Lacey and Conrad.
Xperi Inc.	05/24/2024	Management	7	Elect Management Nominee Director Christopher Seams	For	For	For	For	Votes FOR management nominees Antonellis, Habiger, Durr, Kirchner, and Seams are warranted on the BLUE management card. WITHHOLD votes are warranted on dissident nominees Lacey and Conrad.
Xperi Inc.	05/24/2024	Shareholder	8	Elect Dissident Nominee Director Deborah S. Conrad	Withhold	Withhold	Withhold	Withhold	Votes FOR management nominees Antonellis, Habiger, Durr, Kirchner, and Seams are warranted on the BLUE management card. WITHHOLD votes are warranted on dissident nominees Lacey and Conrad.
Xperi Inc.	05/24/2024	Shareholder	9	Elect Dissident Nominee Director Thomas A. Lacey	Withhold	Withhold	Withhold	Withhold	Votes FOR management nominees Antonellis, Habiger, Durr, Kirchner, and Seams are warranted on the BLUE management card. WITHHOLD votes are warranted on dissident nominees Lacey and Conrad.
Xperi Inc.	05/24/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Xperi Inc.	05/24/2024	Management	11	Eliminate Supermajority Vote Requirement to Amend Bylaws	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Xperi Inc.	05/24/2024	Management	12	Eliminate Supermajority Vote Requirement to Amend Certificate of Incorporation	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Xperi Inc.	05/24/2024	Shareholder	15	Elect Dissident Nominee Director Deborah S. Conrad	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Xperi Inc.	05/24/2024	Shareholder	16	Elect Dissident Nominee Director Thomas A. Lacey	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Xperi Inc.	05/24/2024	Management	18	Elect Management Nominee Director Laura J. Durr	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Xperi Inc.	05/24/2024	Management	19	Elect Management Nominee Director Jon E. Kirchner	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Xperi Inc.	05/24/2024	Management	20	Elect Management Nominee Director Christopher Seams	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Xperi Inc.	05/24/2024	Management	22	Elect Management Nominee Director Darcy Antonellis	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Xperi Inc.	05/24/2024	Management	23	Elect Management Nominee Director David C. Habiger	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Xperi Inc.	05/24/2024	Management	24	Ratify Deloitte & Touche LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Xperi Inc.	05/24/2024	Management	25	Eliminate Supermajority Vote Requirement to Amend Bylaws	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Xperi Inc.	05/24/2024	Management	26	Eliminate Supermajority Vote Requirement to Amend Certificate of Incorporation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.

## B1.a

## Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
XPO, Inc.	05/16/2024	Management	1	Elect Director Brad Jacobs	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	2	Elect Director Jason Aiken	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	3	Elect Director Bella Allaire	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	4	Elect Director J. Wes Frye	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	5	Elect Director Mario Harik	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	6	Elect Director Michael Jesselson	For	For	Against	Against	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	7	Elect Director Allison Landry	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	8	Elect Director Irene Moshouris	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	9	Elect Director Johnny C. Taylor, Jr.	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
XPO, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
XPO, Inc.	05/16/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Yelp Inc.	06/13/2024	Management	1	Elect Director Fred D. Anderson, Jr.	For	For	Against	Against	Votes AGAINST Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/13/2024	Management	2	Elect Director Christine Barone	For	For	For	For	Votes AGAINST Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/13/2024	Management	3	Elect Director Robert Gibbs	For	For	Against	Against	Votes AGAINST Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/13/2024	Management	4	Elect Director Diane Irvine	For	For	Against	Against	Votes AGAINST Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/13/2024	Management	5	Elect Director Dan Jedda	For	For	For	For	Votes AGAINST Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/13/2024	Management	6	Elect Director Sharon Rothstein	For	For	For	For	Votes AGAINST Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/13/2024	Management	7	Elect Director Jeremy Stoppelman	For	For	For	For	Votes AGAINST Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Yelp Inc.	06/13/2024	Management	8	Elect Director Chris Terrill	For	For	For	For	Votes AGAINST Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/13/2024	Management	9	Elect Director Tony Wells	For	For	For	For	Votes AGAINST Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/13/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Yelp Inc.	06/13/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Yext, Inc.	06/12/2024	Management	1	Elect Director Mark Davis	For	For	For	For	WITHHOLD votes are warranted for Julie Richardson due to the following reasons: * As a Nominating Committee member, for lack of racial and/or ethnic diversity on the board; and * As a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Yext, Inc.	06/12/2024	Management	2	Elect Director Julie Richardson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Julie Richardson due to the following reasons: * As a Nominating Committee member, for lack of racial and/or ethnic diversity on the board; and * As a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Yext, Inc.	06/12/2024	Management	3	Elect Director Evan Skorpen	For	For	For	For	WITHHOLD votes are warranted for Julie Richardson due to the following reasons: * As a Nominating Committee member, for lack of racial and/or ethnic diversity on the board; and * As a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Yext, Inc.	06/12/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Yext, Inc.	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Zedge, Inc.	01/17/2024	Management	1	Elect Director Mark Ghermezian	For	Against	Against	Against	A vote AGAINST incumbent Audit Committee members Elliot Gibber, Paul Packer and Gregory (Greg) Suess is warranted for failing to include auditor ratification on the proxy ballot. A vote AGAINST Howard Jonas is warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent Governance Committee members Mark Ghermezian, Elliot Gibber, and Paul Packer is warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote AGAINST director nominee Michael Jonas is warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Nominating Committee chairman Mark Ghermezian is warranted for failing to establish gender diversity on the board.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zedge, Inc.	01/17/2024	Management	2	Elect Director Elliot Gibber	For	Against	Against	Against	A vote AGAINST incumbent Audit Committee members Elliot Gibber, Paul Packer and Gregory (Greg) Suess is warranted for failing to include auditor ratification on the proxy ballot. A vote AGAINST Howard Jonas is warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent Governance Committee members Mark Ghermezian, Elliot Gibber, and Paul Packer is warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote AGAINST director nominee Michael Jonas is warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Nominating Committee chairman Mark Ghermezian is warranted for failing to establish gender diversity on the board.
Zedge, Inc.	01/17/2024	Management	3	Elect Director Howard S. Jonas	For	For	Against	Against	A vote AGAINST incumbent Audit Committee members Elliot Gibber, Paul Packer and Gregory (Greg) Suess is warranted for failing to include auditor ratification on the proxy ballot. A vote AGAINST Howard Jonas is warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent Governance Committee members Mark Ghermezian, Elliot Gibber, and Paul Packer is warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote AGAINST director nominee Michael Jonas is warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Nominating Committee chairman Mark Ghermezian is warranted for failing to establish gender diversity on the board.
Zedge, Inc.	01/17/2024	Management	4	Elect Director Michael Jonas	For	Against	Against	Against	A vote AGAINST incumbent Audit Committee members Elliot Gibber, Paul Packer and Gregory (Greg) Suess is warranted for failing to include auditor ratification on the proxy ballot. A vote AGAINST Howard Jonas is warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent Governance Committee members Mark Ghermezian, Elliot Gibber, and Paul Packer is warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote AGAINST director nominee Michael Jonas is warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Nominating Committee chairman Mark Ghermezian is warranted for failing to establish gender diversity on the board.
Zedge, Inc.	01/17/2024	Management	5	Elect Director Paul Packer	For	Against	Against	Against	A vote AGAINST incumbent Audit Committee members Elliot Gibber, Paul Packer and Gregory (Greg) Suess is warranted for failing to include auditor ratification on the proxy ballot. A vote AGAINST Howard Jonas is warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent Governance Committee members Mark Ghermezian, Elliot Gibber, and Paul Packer is warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote AGAINST director nominee Michael Jonas is warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Nominating Committee chairman Mark Ghermezian is warranted for failing to establish gender diversity on the board.

# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zedge, Inc.	01/17/2024	Management	6	Elect Director Gregory Suess	For	For	Against	Against	A vote AGAINST incumbent Audit Committee members Elliot Gibber, Paul Packer and Gregory (Greg) Suess is warranted for failing to include auditor ratification on the proxy ballot. A vote AGAINST Howard Jonas is warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent Governance Committee members Mark Ghermezian, Elliot Gibber, and Paul Packer is warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote AGAINST director nominee Michael Jonas is warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Nominating Committee chairman Mark Ghermezian is warranted for failing to establish gender diversity on the board.
Ziff Davis, Inc.	05/07/2024	Management	1	Elect Director Vivek Shah	For	For	For	For	Votes AGAINST William Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/07/2024	Management	2	Elect Director Sarah Fay	For	For	For	For	Votes AGAINST William Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/07/2024	Management	3	Elect Director Jana Barsten	For	For	For	For	Votes AGAINST William Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/07/2024	Management	4	Elect Director Trace Harris	For	For	For	For	Votes AGAINST William Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/07/2024	Management	5	Elect Director William Brian Kretzmer	For	For	Against	Against	Votes AGAINST William Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/07/2024	Management	6	Elect Director Kirk McDonald	For	For	For	For	Votes AGAINST William Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/07/2024	Management	7	Elect Director Neville Ray	For	For	For	For	Votes AGAINST William Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/07/2024	Management	8	Elect Director Scott C. Taylor	For	For	For	For	Votes AGAINST William Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/07/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Ziff Davis, Inc.	05/07/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ziff Davis, Inc.	05/07/2024	Management	11	Approve Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
ZimVie Inc.	05/15/2024	Management	1	Elect Director Sally Crawford	For	For	For	For	A vote FOR all director nominees is warranted.
ZimVie Inc.	05/15/2024	Management	2	Elect Director Karen Matusinec	For	For	For	For	A vote FOR all director nominees is warranted.
ZimVie Inc.	05/15/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ZimVie Inc.	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Zions Bancorporation, N.A.	04/26/2024	Management	1	Elect Director Maria Contreras-Sweet	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	2	Elect Director Gary L. Crittenden	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	3	Elect Director Suren K. Gupta	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	4	Elect Director Claire A. Huang	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

## B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zions Bancorporation, N.A.	04/26/2024	Management	5	Elect Director Vivian S. Lee	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	6	Elect Director Scott J. McLean	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	7	Elect Director Edward F. Murphy	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	8	Elect Director Stephen D. Quinn	For	For	Against	Against	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	9	Elect Director Harris H. Simmons	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	10	Elect Director Aaron B. Skonnard	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	11	Elect Director Barbara A. Yastine	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zions Bancorporation, N.A.	04/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Zions Bancorporation, N.A.	04/26/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan administrator may provide loans to exercise awards.
Zions Bancorporation, N.A.	04/26/2024	Shareholder	15	Report on Risks Related to Discrimination Against Individuals Including Religious/Political Views	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company provides adequate disclosures related to its commitment to not discriminate against customers.
ZipRecruiter, Inc.	06/11/2024	Management	1	Elect Director Blake Irving	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Blake Irving and Emily McEvilly: * given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
ZipRecruiter, Inc.	06/11/2024	Management	2	Elect Director Emily McEvilly	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Blake Irving and Emily McEvilly: * given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
ZipRecruiter, Inc.	06/11/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ZipRecruiter, Inc.	06/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ZipRecruiter, Inc.	06/11/2024	Management	5	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Moreover, the company is de facto controlled and decisions regarding the company's response to shareholder litigation would be made by a board with limited accountability to public shareholders.



# B1.a

Dimensional Fund Advisors - Proxy Votes January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ZoomInfo Technologies Inc.	05/15/2024	Management	1	Elect Director Henry Schuck	For	Withhold	Withhold	Withhold	In the absence of governance committee members on the ballot, WITHHOLD votes are warranted for incumbent director nominees Henry Schuck and Keith Enright given the board's failure to remove, or subject to a sunset requirement, the classified board, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
ZoomInfo Technologies Inc.	05/15/2024	Management	2	Elect Director Keith Enright	For	Withhold	Withhold	Withhold	In the absence of governance committee members on the ballot, WITHHOLD votes are warranted for incumbent director nominees Henry Schuck and Keith Enright given the board's failure to remove, or subject to a sunset requirement, the classified board, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
ZoomInfo Technologies Inc.	05/15/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ZoomInfo Technologies Inc.	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Zumiez Inc.	06/05/2024	Management	1	Elect Director Richard M. Brooks	For	For	For	For	A vote FOR all director nominees is warranted.
Zumiez Inc.	06/05/2024	Management	2	Elect Director Steven P. Loudon	For	For	For	For	A vote FOR all director nominees is warranted.
Zumiez Inc.	06/05/2024	Management	3	Elect Director James P. Murphy	For	For	For	For	A vote FOR all director nominees is warranted.
Zumiez Inc.	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Zumiez Inc.	06/05/2024	Management	5	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zurn Elkay Water Solutions Corporation	05/02/2024	Management	1	Elect Director Todd A. Adams	For	For	For	For	A vote FOR the director nominees is warranted.
Zurn Elkay Water Solutions Corporation	05/02/2024	Management	2	Elect Director George C. Moore	For	For	For	For	A vote FOR the director nominees is warranted.
Zurn Elkay Water Solutions Corporation	05/02/2024	Management	3	Elect Director Rosemary Schooler	For	For	For	For	A vote FOR the director nominees is warranted.
Zurn Elkay Water Solutions Corporation	05/02/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Zurn Elkay Water Solutions Corporation	05/02/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Zurn Elkay Water Solutions Corporation	05/02/2024	Management	6	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Zurn Elkay Water Solutions Corporation	05/02/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

# VOTE SUMMARY REPORT

## B.1.a

Date range covered : 01/01/2024 to 03/31/2024

LOCATION(S): ALL LOCATIONS

INSTITUTION ACCOUNT(S): FIAM SELECT EMERGING  
MARKETS EQUITY COMMINGLED POOL

### Al Rajhi Bank

**Meeting Date:** 03/24/2024      **Country:** Saudi Arabia      **Ticker:** 1120  
**Record Date:**      **Meeting Type:** Annual  
**Primary Security ID:** M0R60D105

**Shares Voted:** 1,274,863

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Review and Discuss Board Report on Company Operations for FY 2023	Mgmt	For	For	For
2	Review and Discuss Financial Statements and Statutory Reports for FY 2023	Mgmt	For	For	For
3	Approve Auditors' Report on Company Financial Statements for FY 2023	Mgmt	For	For	For
4	Approve Discharge of Directors for FY 2023	Mgmt	For	For	For
5	Approve Interim Dividends of SAR 1.15 Per Share for the Second Half of FY 2023 to Bring the Total Dividends for FY 2023 to SAR 2.30 Per Share	Mgmt	For	For	For
6	Approve Interim Dividends Semi Annually or Quarterly for FY 2024	Mgmt	For	For	For
7	Ratify Auditors and Fix Their Remuneration for Q2, Q3 and Annual Statement of FY 2024 and Q1 of FY 2025	Mgmt	For	Against	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					
8	Approve Remuneration of Directors of SAR 5,225,000 for FY 2023	Mgmt	For	For	For
9	Approve Remuneration of Audit Committee Members of SAR 900,000 for FY 2023	Mgmt	For	For	For
10	Amend Audit Committee Charter	Mgmt	For	Refer	For
11	Amend Remuneration Policy of Board Members, Committees, Audit Committee, and Executive Management	Mgmt	For	For	For
12	Amend Board Nomination and Membership Policy	Mgmt	For	Refer	Against
<i>Voter Rationale: Not in best interests of all shareholders</i>					
13	Approve Authorization of the Board Regarding Future Related Party Transactions According to Paragraph 1 of Article 27 of Companies Law	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
14	Amend Articles of Bylaws According to the New Companies' Law, Rearranging and Renumbering of Articles of Bylaws in Accordance to the Proposed Amendments	Mgmt	For	Refer	Against
<i>Voter Rationale: Not in best interests of all shareholders</i>					
15	Approve Related Party Transactions With Al Rajhi Company for Cooperative Insurance Re: Contract of Micro and Small Business Motor Insurance	Mgmt	For	For	For
16	Approve Related Party Transactions With Al Rajhi Company for Cooperative Insurance Re: Contract of Banker's Blanket Bond and Professional Indemnity Insurance Agreement	Mgmt	For	For	For
17	Approve Related Party Transactions With Al Rajhi Company for Cooperative Insurance Re: Contract of Directors and Officers Insurance	Mgmt	For	For	For
18	Approve Related Party Transactions With Al Rajhi Company for Cooperative Insurance Re: Contract of Properties All Risk Policy	Mgmt	For	For	For
19	Approve Related Party Transactions With Al Rajhi Company for Cooperative Insurance Re: Contract of Fire and Allied Perils Mortgage Insurance Agreement	Mgmt	For	For	For
20	Approve Related Party Transactions With Al Rajhi Company for Cooperative Insurance Re: Contract of Bancassurance Agreement	Mgmt	For	For	For
21	Approve Related Party Transactions With Al Rajhi Company for Cooperative Insurance Re: Contract of Motor Insurance Agreement	Mgmt	For	For	For
22	Approve Related Party Transactions With Al Rajhi Company for Cooperative Insurance Re: Contract of Marine Cargo Open Cover Insurance Agreement	Mgmt	For	For	For

Amorepacific Corp.

Meeting Date: 03/15/2024      Country: South Korea      Ticker: 090430  
 Record Date: 12/31/2023      Meeting Type: Annual  
 Primary Security ID: Y01258105

Shares Voted: 113,470

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For

## Amorepacific Corp.

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3.1	Elect Seo Gyeong-bae as Inside Director	Mgmt	For	For	For
3.2	Elect Lee Ji-yeon as Inside Director	Mgmt	For	For	For
4	Elect Cho Seong-jin as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

## Banco do Brasil SA

Meeting Date: 02/02/2024

Country: Brazil

Ticker: BBAS3

Record Date:

Meeting Type: Extraordinary Shareholders

Primary Security ID: P11427112

Shares Voted: 1,394,505

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve 2-for-1 Stock Split and Amend Article 7 Accordingly	Mgmt	For	For	For
2	Amend Articles	Mgmt	For	Refer	For
3	In the Event of a Second Call, Can the Voting Instructions Contained in this Proxy Card Be Considered Valid for the Second Call?	Mgmt	None	For	For

## Bharti Airtel Limited

Meeting Date: 01/28/2024

Country: India

Ticker: 532454

Record Date: 12/23/2023

Meeting Type: Special

Primary Security ID: Y0885K108

Shares Voted: 915,157

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Postal Ballot Elect Douglas Anderson Baillie as Director	Mgmt	For	For	For

## CEMEX SAB de CV

Meeting Date: 03/22/2024

Country: Mexico

Ticker: CEMEXCPO

Record Date: 02/28/2024

Meeting Type: Annual

Primary Security ID: P2253T133

Shares Voted: 1,820,825

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Allocation of Income and Cash Dividends of USD 120 Millions	Mgmt	For	For	For
3	Set Maximum Amount of Share Repurchase Reserve	Mgmt	For	For	For
4	Approve Five Year Extension of Current Restricted Stock Incentive Plan for Executives, Officers and Employees	Mgmt	For	Refer	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					
5.A	Elect Rogelio Zambrano Lozano as Board Chairman	Mgmt	For	For	For
5.B	Elect Fernando Angel Gonzalez Olivieri as Director	Mgmt	For	For	For
5.C	Elect Marcelo Zambrano Lozano as Director	Mgmt	For	For	For
5.D	Elect Armando J. Garcia Segovia as Director	Mgmt	For	For	For
5.E	Elect Francisco Javier Fernandez Carbajal as Director	Mgmt	For	For	For
5.F	Elect Rodolfo Garcia Muriel as Director	Mgmt	For	For	For
5.G	Elect Armando Garza Sada as Director	Mgmt	For	Against	Against
5.H	Elect David Martinez Guzman as Director	Mgmt	For	For	For
5.I	Elect Everardo Elizondo Almaguer as Director	Mgmt	For	For	For
5.J	Elect Ramiro Gerardo Villarreal Morales as Director	Mgmt	For	For	For
5.K	Elect Gabriel Jaramillo Sanint as Director	Mgmt	For	For	For
5.L	Elect Isabel Maria Aguilera Navarro as Director	Mgmt	For	For	For
5.M	Elect Maria de Lourdes Melgar Palacios as Director	Mgmt	For	For	For
5.N	Elect Roger Saldana Madero as Board Secretary	Mgmt	For	For	For
5.O	Elect Rene Delgadillo Galvan as Deputy Secretary	Mgmt	For	For	For
6.A	Elect Everardo Elizondo Almaguer as Chairman of Audit Committee	Mgmt	For	For	For
6.B	Elect Francisco Javier Fernandez Carbajal as Member of Audit Committee	Mgmt	For	For	For
6.C	Elect Gabriel Jaramillo Sanint as Member of Audit Committee	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6.D	Elect Roger Saldana Madero as Secretary of Audit Committee	Mgmt	For	For	For
6.E	Elect Rene Delgadillo Galvan as Deputy Secretary of Audit Committee	Mgmt	For	For	For
7.A	Elect Francisco Javier Fernandez Carbajal as Chairman of Corporate Practices and Finance Committee	Mgmt	For	For	For
7.B	Elect Rodolfo Garcia Muriel as Member of Corporate Practices and Finance Committee	Mgmt	For	For	For
7.C	Elect Ramiro Gerardo Villareal Morales as Member of Corporate Practices and Finance Committee	Mgmt	For	For	For
7.D	Elect Roger Saldana Madero as Secretary of Corporate Practices and Finance Committee	Mgmt	For	For	For
7.E	Elect Rene Delgadillo Galvan as Deputy Secretary of Corporate Practices and Finance Committee	Mgmt	For	For	For
8.A	Elect Armando J. Garcia Segovia as Chairman of Sustainability, Climate Action, Social Impact and Diversity Committee	Mgmt	For	For	For
8.B	Elect Marcelo Zambrano Lozano as Member of Sustainability, Climate Action, Social Impact and Diversity Committee	Mgmt	For	For	For
8.C	Elect Isabel Maria Aguilera Navarro as Member of Sustainability, Climate Action, Social Impact and Diversity Committee	Mgmt	For	For	For
8.D	Elect Maria de Lourdes Melgar Palacios as Member of Sustainability, Climate Action, Social Impact and Diversity Committee	Mgmt	For	For	For
8.E	Elect Roger Saldana Madero as Secretary of Sustainability, Climate Action, Social Impact and Diversity Committee	Mgmt	For	For	For
8.F	Elect Rene Delgadillo Galvan as Deputy Secretary of Sustainability, Climate Action, Social Impact and Diversity Committee	Mgmt	For	For	For
9	Approve Remuneration of Directors and Members of Audit, Corporate Practices and Finance, Sustainability, Climate Action, Social Impact and Diversity Committees	Mgmt	For	For	For
10	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Meeting Date: 03/21/2024

Country: Mexico

Ticker: VESTA

Record Date: 02/23/2024

Meeting Type: Annual/Special

Primary Security ID: P9781N108

Shares Voted: 392,983

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
	Annual Ordinary Business	Mgmt			
1	Approve CEO's Report	Mgmt	For	For	For
2	Approve Board's Report	Mgmt	For	For	For
3	Approve Report of Audit, Corporate Practices, Investment, Ethics, Debt and Capital, and Environmental, Social and Corporate Governance Committees	Mgmt	For	For	For
4	Receive Report on Adherence to Fiscal Obligations	Mgmt	For	For	For
5	Approve Audited and Consolidated Financial Statements	Mgmt	For	For	For
6	Approve Cash Dividends	Mgmt	For	For	For
7	Approve Report on Share Repurchase for FY 2023	Mgmt	For	For	For
8	Authorize Share Repurchase Reserve for FY 2024	Mgmt	For	For	For
9	Elect or Ratify Directors; Elect or Ratify Chairmen of Audit and Corporate Practices Committees	Mgmt	For	For	For
10	Approve Remuneration of Directors and Members of Committees	Mgmt	For	For	For
11	Approve Long-Term Incentive Plan for Company's Executives	Mgmt	For	For	For
12	Approve Cancellation of Shares	Mgmt	For	For	For
13	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For
	Extraordinary Business	Mgmt			
1	Amend Articles 6, 7, 8, 11, 12, 15, 18, 23, 30 and 31	Mgmt	For	Refer	For
2	Authorize Increase in Capital via Issuance of Shares without Preemptive Rights	Mgmt	For	For	For
3	Approve Granting of Powers	Mgmt	For	For	For
4	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Meeting Date: 03/27/2024

Country: Bermuda

Ticker: BAP

Record Date: 02/09/2024

Meeting Type: Annual

Primary Security ID: G2519Y108

Shares Voted: 53,557

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Present Board Chairman Report of the Annual and Sustainability Report	Mgmt			
2	Present Audited Consolidated Financial Statements of Credicorp and its Subsidiaries for FY 2023, Including External Auditors' Report	Mgmt			
3	Approve Tanaka, Valdivia & Asociados, Member Firm of Ernst & Young, as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For

## Fomento Economico Mexicano SAB de CV

Meeting Date: 03/22/2024

Country: Mexico

Ticker: FEMSAUBD

Record Date: 02/15/2024

Meeting Type: Annual

Primary Security ID: P4182H115

Shares Voted: 155,588

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Approve Financial Statements and Statutory Reports	Mgmt	For	Against	Against
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
2	Approve Allocation of Income and Cash Dividends	Mgmt	For	For	For
3	Set Maximum Amount of Share Repurchase Reserve; Receive Report on Share Repurchase	Mgmt	For	For	For
	Election of Series B Directors	Mgmt			
4.a	Elect Jose Antonio Fernandez Carbajal as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
4.b	Elect Barbara Garza Laguera Gonda as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
4.c	Elect Mariana Garza Laguera Gonda as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
4.d	Elect Francisco Jose Calderon Rojas as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				



Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.e	Elect Alfonso Garza Garza as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
4.f	Elect Bertha Paula Michel Gonzalez as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
4.g	Elect Alejandro Bailleres Gual as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent; Director, other than a CEO, sits on more than five unaffiliated public company boards</i>				
4.h	Elect Paulina Garza Laguera Gonda as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
4.i	Elect Olga Gonzalez Aponte as Director	Mgmt	For	For	For
4.j	Elect Michael Larson as Director	Mgmt	For	For	For
	Election of Series D Directors	Mgmt			
4.k	Elect Ricardo E. Saldivar Escajadillo as Director	Mgmt	For	For	For
4.l	Elect Victor Alberto Tiburcio Celorio as Director	Mgmt	For	For	For
4.m	Elect Daniel Alegre as Director	Mgmt	For	For	For
4.n	Elect Gibu Thomas as Director	Mgmt	For	For	For
4.o	Elect Elane Stock as Director	Mgmt	For	For	For
	Election of Series D Alternate Directors	Mgmt			
4.p	Elect Michael Kahn as Alternate Director	Mgmt	For	For	For
4.q	Elect Francisco Zambrano Rodriguez as Alternate Director	Mgmt	For	For	For
4.r	Elect Alfonso Gonzalez Migoya as Alternate Director	Mgmt	For	For	For
4.s	Elect Jaime A. El Koury as Alternate Director	Mgmt	For	For	For
5	Elect Board Chairman and Secretaries; Approve Remuneration of Directors; Verify Director's Independence Classification	Mgmt	For	Against	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
6	Elect Members and Chairmen of Operation and Strategy, Audit, and Corporate Practices and Nominations Committees; Approve Their Remuneration	Mgmt	For	Refer	For
7	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For
8	Approve Minutes of Meeting	Mgmt	For	For	For

## Hansol Chemical Co., Ltd.

## B.1.a

**Meeting Date:** 03/20/2024

**Country:** South Korea

**Ticker:** 014680

**Record Date:** 12/31/2023

**Meeting Type:** Annual

**Primary Security ID:** Y3064E109

**Shares Voted:** 43,809

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2	Elect Cho Yeon-ju as Inside Director	Mgmt	For	Against	Against
<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>					
3	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	Refer	For

## HDFC Bank Ltd.

**Meeting Date:** 01/09/2024

**Country:** India

**Ticker:** 500180

**Record Date:** 12/01/2023

**Meeting Type:** Special

**Primary Security ID:** Y3119P190

**Shares Voted:** 2,484,328

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Postal Ballot	Mgmt			
1	Approve Reappointment and Remuneration of M.D. Ranganath as Independent Director	Mgmt	For	For	For
2	Approve Reappointment and Remuneration of Sandeep Parekh as Independent Director	Mgmt	For	For	For
3	Approve Reappointment and Remuneration of Sashidhar Jagdishan as Managing Director and Chief Executive Officer	Mgmt	For	Refer	For
4	Approve Appointment and Remuneration of V. Srinivasa Rangan as Executive Director	Mgmt	For	Refer	For

## HDFC Bank Ltd.

**Meeting Date:** 03/29/2024

**Country:** India

**Ticker:** 500180

**Record Date:** 02/23/2024

**Meeting Type:** Special

**Primary Security ID:** Y3119P190

**Shares Voted:** 2,245,428

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Revision of Remuneration of Non-Executive Directors (Including Independent Directors) Except for Part Time Independent Chairman	Mgmt	For	For	For
2	Elect Harsh Kumar Bhanwala as Director	Mgmt	For	For	For
3	Approve Material Related Party Transactions with HDB Financial Services Limited	Mgmt	For	For	For
4	Approve Material Related Party Transactions with HDFC Securities Limited	Mgmt	For	For	For
5	Approve Material Related Party Transactions with HDFC Life Insurance Company Limited	Mgmt	For	For	For
6	Approve Material Related Party Transactions with HDFC ERGO General Insurance Company Limited	Mgmt	For	For	For
7	Approve Material Related Party Transactions with with HDFC Credila Financial Services Limited	Mgmt	For	For	For
8	Approve Material Related Party Transactions with HCL Technologies Limited	Mgmt	For	For	For

## HDFC Life Insurance Company Limited

**Meeting Date:** 01/17/2024      **Country:** India      **Ticker:** 540777  
**Record Date:** 12/08/2023      **Meeting Type:** Special  
**Primary Security ID:** Y3R1AP109

**Shares Voted:** 2,902,316

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Reelect Bharti Gupta Ramola as Director	Mgmt	For	For	For
2	Elect Kaizad Bharucha as Director	Mgmt	For	For	For

## Hindustan Unilever Limited

**Meeting Date:** 01/09/2024      **Country:** India      **Ticker:** 500696  
**Record Date:** 12/04/2023      **Meeting Type:** Special  
**Primary Security ID:** Y3222L102

## Hindustan Unilever Limited

B.1.a

Shares Voted: 266,842

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Tarun Bajaj as Director	Mgmt	For	For	For

## Hindustan Unilever Limited

Meeting Date: 03/05/2024

Country: India

Ticker: 500696

Record Date: 01/30/2024

Meeting Type: Special

Primary Security ID: Y3222L102

Shares Voted: 189,942

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Hindustan Unilever Limited Performance Share Plan Scheme 2024	Mgmt	For	Against	Against
	<i>Voter Rationale: Discounted options allowed</i>				
2	Approve Extension of Hindustan Unilever Limited Performance Share Plan Scheme 2024 to Employees of Subsidiary Company(ies)	Mgmt	For	Against	Against
	<i>Voter Rationale: Discounted options allowed</i>				

## HYUNDAI MIPO DOCKYARD Co., Ltd.

Meeting Date: 03/25/2024

Country: South Korea

Ticker: 010620

Record Date: 12/31/2023

Meeting Type: Annual

Primary Security ID: Y3844T103

Shares Voted: 63,795

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Appropriation of Income	Mgmt	For	For	For
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3	Elect Cho Jin-ho as Inside Director	Mgmt	For	For	For
4	Elect Ju Hyeong-hwan as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

## Hyundai Motor Co., Ltd.

B.1.a

**Meeting Date:** 03/21/2024

**Country:** South Korea

**Ticker:** 005380

**Record Date:** 12/31/2023

**Meeting Type:** Annual

**Primary Security ID:** Y38472109

**Shares Voted:** 224,271

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2.1	Elect Sim Dal-hun as Outside Director	Mgmt	For	For	For
2.2.1	Elect Jang Jae-hun as Inside Director	Mgmt	For	For	For
2.2.2	Elect Lee Dong-seok as Inside Director	Mgmt	For	For	For
2.2.3	Elect Lee Seung-jo as Inside Director	Mgmt	For	For	For
3	Elect Lee Ji-yoon as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For
4	Elect Sim Dal-hun as a Member of Audit Committee	Mgmt	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

## ICICI Bank Limited

**Meeting Date:** 03/27/2024

**Country:** India

**Ticker:** 532174

**Record Date:** 03/20/2024

**Meeting Type:** Court

**Primary Security ID:** Y3860Z132

**Shares Voted:** 2,878,101

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Court-Ordered Meeting for Equity Shareholders	Mgmt			
1	Approve Scheme of Arrangement	Mgmt	For	Refer	For

## Industrial and Commercial Bank of China Limited

**Meeting Date:** 02/29/2024

**Country:** China

**Ticker:** 1398

**Record Date:** 02/23/2024

**Meeting Type:** Extraordinary Shareholders

**Primary Security ID:** Y3990B112

**Shares Voted:** 19,491,892

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			

## Industrial and Commercial Bank of China Limited B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Zhang Wenwu as Director	Mgmt	For	For	For
2	Elect Murray Horn as Director	Mgmt	For	For	For
3	Approve Issuance Amount of Total Loss-Absorbing Capacity Non-Capital Debt Instruments	Mgmt	For	Refer	For
4	Approve Fixed Asset Investment Budget	Mgmt	For	For	For

## Infosys Limited

**Meeting Date:** 02/20/2024 **Country:** India **Ticker:** 500209  
**Record Date:** 01/17/2024 **Meeting Type:** Special  
**Primary Security ID:** Y4082C133

Shares Voted: 875,866

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Nitin Keshav Paranjpe as Director	Mgmt	For	For	For
2	Reelect Chitra Nayak as Director	Mgmt	For	For	For

## ITC Limited

**Meeting Date:** 03/19/2024 **Country:** India **Ticker:** 500875  
**Record Date:** 02/02/2024 **Meeting Type:** Special  
**Primary Security ID:** Y4211T171

Shares Voted: 1,113,716

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Atul Singh as Director	Mgmt	For	For	For
2	Elect Pushpa Subrahmanyam as Director	Mgmt	For	For	For

## JYP Entertainment Corp.

**Meeting Date:** 03/26/2024 **Country:** South Korea **Ticker:** 035900  
**Record Date:** 12/31/2023 **Meeting Type:** Annual  
**Primary Security ID:** Y4494F104

Shares Voted: 127,648

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2.1	Elect Lee Ji-young as Inside Director	Mgmt	For	Against	Against
2.2	Elect Park Wan as Outside Director	Mgmt	For	For	For
2.3	Elect Gong Tae-yong as Outside Director	Mgmt	For	For	For
2.4	Elect Yoon Hyeong-geun as Outside Director	Mgmt	For	For	For
3.1	Elect Park Wan as a Member of Audit Committee	Mgmt	For	For	For
3.2	Elect Gong Tae-yong as a Member of Audit Committee	Mgmt	For	For	For
3.3	Elect Yoon Hyeong-geun as a Member of Audit Committee	Mgmt	For	For	For
4	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

## KB Financial Group, Inc.

Meeting Date: 03/22/2024

Country: South Korea

Ticker: 105560

Record Date: 12/31/2023

Meeting Type: Annual

Primary Security ID: Y46007103

Shares Voted: 346,612

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2.1	Elect Lee Jae-geun as Non-Independent Non-Executive Director	Mgmt	For	For	For
2.2	Elect Oh Gyu-taek as Outside Director	Mgmt	For	For	For
2.3	Elect Choi Jae-hong as Outside Director	Mgmt	For	For	For
2.4	Elect Lee Myeong-hwal as Outside Director	Mgmt	For	For	For
3	Elect Kwon Seon-ju as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For
4.1	Elect Cho Hwa-jun as a Member of Audit Committee	Mgmt	For	For	For
4.2	Elect Oh Gyu-taek as a Member of Audit Committee	Mgmt	For	For	For
4.3	Elect Kim Seong-yong as a Member of Audit Committee	Mgmt	For	For	For

## KB Financial Group, Inc.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

## Kia Corp.

**Meeting Date:** 03/15/2024      **Country:** South Korea      **Ticker:** 000270  
**Record Date:** 12/31/2023      **Meeting Type:** Annual  
**Primary Security ID:** Y47601102

Shares Voted: 406,147

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2.1	Elect Choi Jun-young as Inside Director	Mgmt	For	For	For
2.2	Elect Lee In-gyeong as Outside Director	Mgmt	For	For	For
3	Elect Lee In-gyeong as a Member of Audit Committee	Mgmt	For	For	For
4	Elect Cho Hwa-soon as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

## KOREA AEROSPACE INDUSTRIES Ltd.

**Meeting Date:** 03/28/2024      **Country:** South Korea      **Ticker:** 047810  
**Record Date:** 12/31/2023      **Meeting Type:** Annual  
**Primary Security ID:** Y4838Q105

Shares Voted: 259,787

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

## Larsen & Toubro Limited

**Meeting Date:** 01/18/2024      **Country:** India      **Ticker:** 500510  
**Record Date:** 12/15/2023      **Meeting Type:** Special  
**Primary Security ID:** Y5217N159



Shares Voted: 838,015

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Ajay Tyagi as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: There are fewer than two women directors and board has 10 or more members</i>				
2	Elect P. R. Ramesh as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: There are fewer than two women directors and board has 10 or more members</i>				
3	Approve Material Related Party Transactions with Larsen Toubro Arabia LLC	Mgmt	For	For	For
4	Approve Material Related Party Transactions with L&T Metro Rail (Hyderabad) Limited	Mgmt	For	For	For

## LG Chem Ltd.

Meeting Date: 03/25/2024

Country: South Korea

Ticker: 051910

Record Date: 12/31/2023

Meeting Type: Annual

Primary Security ID: Y52758102

Shares Voted: 10,494

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3	Elect Cha Dong-seok as Inside Director	Mgmt	For	For	For
4	Elect Lee Young-han as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

## LG Corp.

Meeting Date: 03/27/2024

Country: South Korea

Ticker: 003550

Record Date: 12/31/2023

Meeting Type: Annual

Primary Security ID: Y52755108

Shares Voted: 53,190

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For

## LG Corp.

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3	Elect Koo Gwang-mo as Inside Director	Mgmt	For	For	For
4	Elect Lee Su-young as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

## LG Innotek Co., Ltd.

**Meeting Date:** 03/21/2024      **Country:** South Korea      **Ticker:** 011070  
**Record Date:** 12/31/2023      **Meeting Type:** Annual  
**Primary Security ID:** Y5554X104

Shares Voted: 25,071

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3.1	Elect Moon Hyeok-su as Inside Director	Mgmt	For	For	For
3.2	Elect Park Ji-hwan as Inside Director	Mgmt	For	For	For
3.3	Elect Lee Sang-woo as Non-Independent Non-Executive Director	Mgmt	For	For	For
4	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

## NAVER Corp.

**Meeting Date:** 03/26/2024      **Country:** South Korea      **Ticker:** 035420  
**Record Date:** 12/31/2023      **Meeting Type:** Annual  
**Primary Security ID:** Y62579100

Shares Voted: 184,071

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2.1	Amend Articles of Incorporation (Amendments Relating to Auditors and Audit Committee)	Mgmt	For	Refer	For
2.2	Amend Articles of Incorporation (Amendments Relating to Record Date)	Mgmt	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.3	Amend Articles of Incorporation (Issuance of Bonds)	Mgmt	For	Refer	For
3	Elect Byeon Jae-sang as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For
4	Elect Samuel Rhee as Outside Director	Mgmt	For	For	For
5	Elect Samuel Rhee as a Member of Audit Committee	Mgmt	For	For	For
6	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

## Pepkor Holdings Ltd.

**Meeting Date:** 03/07/2024      **Country:** South Africa      **Ticker:** PPH  
**Record Date:** 03/01/2024      **Meeting Type:** Annual  
**Primary Security ID:** S60064102

Shares Voted: 5,276,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
XXX	Present Financial Statements and Statutory Reports for the Year Ended 30 September 2023	Mgmt			
	Ordinary Resolutions	Mgmt			
1	Re-elect Fagmeedah Petersen-Cook as Director	Mgmt	For	For	For
2	Re-elect Wendy Luhabe as Director	Mgmt	For	For	For
3	Re-elect Zola Malinga as Director	Mgmt	For	For	For
4	Elect Nunu Ntshingila as Director	Mgmt	For	Refer	For
5	Re-elect Hester Hickey as Member of the Audit and Risk Committee	Mgmt	For	For	For
6	Re-elect Fagmeedah Petersen-Cook as Member of the Audit and Risk Committee	Mgmt	For	For	For
7	Re-elect Zola Malinga as Member of the Audit and Risk Committee	Mgmt	For	For	For
8	Re-elect Steve Muller as Member of the Audit and Risk Committee	Mgmt	For	Refer	For
9	Reappoint PricewaterhouseCoopers Inc as Auditors with D de Jager as Registered Auditor and Director in the Firm	Mgmt	For	For	For
10	Approve Remuneration Policy	Mgmt	For	Refer	For
11	Approve Implementation Report on the Remuneration Policy	Mgmt	For	Refer	For
	Special Resolutions	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Approve Remuneration of Board Chair	Mgmt	For	For	For
1.2	Approve Remuneration of Lead Independent Director	Mgmt	For	For	For
1.3	Approve Remuneration of Board Members	Mgmt	For	For	For
1.4	Approve Remuneration of Audit and Risk Committee Chair	Mgmt	For	For	For
1.5	Approve Remuneration of Audit and Risk Committee Members	Mgmt	For	For	For
1.6	Approve Remuneration of Human Resources and Remuneration Committee Chair	Mgmt	For	For	For
1.7	Approve Remuneration of Human Resources and Remuneration Committee Members	Mgmt	For	For	For
1.8	Approve Remuneration of Social and Ethics Committee Chair	Mgmt	For	For	For
1.9	Approve Remuneration of Social and Ethics Committee Members	Mgmt	For	For	For
1.10	Approve Remuneration of Nomination Committee Members	Mgmt	For	For	For
1.11	Approve Remuneration of Investment Committee Chair	Mgmt	For	For	For
1.12	Approve Remuneration of Investment Committee Members	Mgmt	For	For	For
1.13	Approve Remuneration of Director Approved by Prudential Authority	Mgmt	For	For	For
2	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Mgmt	For	For	For
3	Approve Financial Assistance in Terms of Section 44 of the Companies Act	Mgmt	For	For	For
4	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For

## PT Bank Central Asia Tbk

Meeting Date: 03/14/2024

Country: Indonesia

Ticker: BBKA

Record Date: 02/13/2024

Meeting Type: Annual

Primary Security ID: Y7123P138

Shares Voted: 28,609,992

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report, Financial Statements, Statutory Reports and Discharge of Directors and Commissioners	Mgmt	For	For	For

## PT Bank Central Asia Tbk

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Allocation of Income and Dividends	Mgmt	For	Against	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					
3	Approve Remuneration and Tantiem of Directors and Commissioners	Mgmt	For	Against	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					
4	Approve KAP Tanudiredja, Wibisana, Rintis & Rekan as Auditors	Mgmt	For	For	For
5	Approve Payment of Interim Dividends	Mgmt	For	Against	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					
6	Approve Revised Recovery Plan	Mgmt	For	Against	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					

## PT Bank Mandiri (Persero) Tbk

**Meeting Date:** 03/07/2024

**Country:** Indonesia

**Ticker:** BMRI

**Record Date:** 02/12/2024

**Meeting Type:** Annual

**Primary Security ID:** Y7123S108

**Shares Voted:** 18,230,792

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report, Financial Statements, Statutory Reports, Report of the Micro and Small Business Funding Program (PUMK), and Discharge of Directors and Commissioners	Mgmt	For	For	For
2	Approve Allocation of Income	Mgmt	For	Against	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					
3	Approve Remuneration and Tantiem of Directors and Commissioners	Mgmt	For	Against	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					
4	Appoint Auditors of the Company and the Micro and Small Business Funding Program (PUMK)	Mgmt	For	For	For
5	Accept Report on the Use of Proceeds from the Shelf Public Offering of Shelf Green Bonds I Tranche I of Bank Mandiri of 2023	Mgmt			
6	Approve Company's Recovery Plan Update	Mgmt	For	Refer	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					
7	Amend Articles of Association	Mgmt	For	Refer	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					

## PT Bank Mandiri (Persero) Tbk

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8	Approve Changes in the Boards of the Company	Mgmt	For	Refer	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					

## PT Bank Negara Indonesia (Persero) Tbk

**Meeting Date:** 03/04/2024      **Country:** Indonesia      **Ticker:** BBNI  
**Record Date:** 02/06/2024      **Meeting Type:** Annual  
**Primary Security ID:** Y74568166

Shares Voted: 18,164,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements, Statutory Reports, Annual Report, Report of the Micro and Small Business Funding Program (PUMK), and Discharge of Directors and Commissioners	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Approve Remuneration and Tantiem of Directors and Commissioners	Mgmt	For	Against	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					
4	Approve Auditors of the Company and the Micro and Small Business Funding Program (PUMK)	Mgmt	For	For	For
5	Amend Articles of Association	Mgmt	For	Refer	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					
6	Approve Changes in the Boards of the Company	SH	None	Against	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					

## PT Bank Rakyat Indonesia (Persero) Tbk

**Meeting Date:** 03/01/2024      **Country:** Indonesia      **Ticker:** BBRI  
**Record Date:** 02/06/2024      **Meeting Type:** Annual  
**Primary Security ID:** Y0697U112

Shares Voted: 23,475,706

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report, Financial Statements, Statutory Reports, Financial Statements of Micro and Small Enterprise Funding Program and Discharge of Directors and Commissioners	Mgmt	For	For	For

## PT Bank Rakyat Indonesia (Persero) Tbk

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Allocation of Income	Mgmt	For	For	For
3	Approve Remuneration and Tantiem of Directors and Commissioners	Mgmt	For	Against	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					
4	Approve Auditors of the Company and the Micro and Small Enterprise Funding Program's Financial Statements and Implementation Report	Mgmt	For	For	For
5	Accept Report on the Use of Proceeds	Mgmt			
6	Amend Articles of Association	Mgmt	For	Refer	For
7	Approve Changes in the Boards of the Company	Mgmt	For	Against	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					

## Samsung Electronics Co., Ltd.

**Meeting Date:** 03/20/2024

**Country:** South Korea

**Ticker:** 005930

**Record Date:** 12/31/2023

**Meeting Type:** Annual

**Primary Security ID:** Y74718100

**Shares Voted:** 2,474,237

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2	Elect Shin Je-yoon as Outside Director	Mgmt	For	For	For
3	Elect Cho Hye-gyeong as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For
4	Elect Yoo Myeong-hui as a Member of Audit Committee	Mgmt	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For
6	Amend Articles of Incorporation	Mgmt	For	Refer	For

## Saudi National Bank

**Meeting Date:** 01/11/2024

**Country:** Saudi Arabia

**Ticker:** 1180

**Record Date:**

**Meeting Type:** Ordinary Shareholders

**Primary Security ID:** M7S2CL107

Shares Voted: 2,680,008

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Ordinary Business Ratify the Appointment of Nayif Al Marshad as a Non-Executive Director	Mgmt	For	Against	Against
<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent; There are fewer than two women directors and board has 10 or more members</i>					
2	Ratify Auditors and Fix Their Remuneration for Q1, Q2, Q3 and Annual Statements of FY 2024 and Q1 of FY 2025	Mgmt	For	Against	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					
3	Amend Board Nomination Policy, Criteria and Procedures	Mgmt	For	Refer	For
4	Amend Nomination and Remuneration Committee Charter	Mgmt	For	Refer	For
5	Amend Audit Committee Charter	Mgmt	For	Refer	For
6	Amend Remuneration Policy of Senior Executive Management	Mgmt	For	For	For

## SK hynix, Inc.

Meeting Date: 03/27/2024

Country: South Korea

Ticker: 000660

Record Date: 12/31/2023

Meeting Type: Annual

Primary Security ID: Y8085F100

Shares Voted: 431,824

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3	Elect Ahn Hyeon as Inside Director	Mgmt	For	For	For
4	Elect Son Hyeon-cheol as Outside Director	Mgmt	For	For	For
5	Elect Jang Yong-ho as Non-Independent Non-Executive Director	Mgmt	For	For	For
6	Elect Yang Dong-hun as Outside Director to Serve as an Audit Committee Member	Mgmt	For	Refer	For
7	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For
8	Approve Terms of Retirement Pay	Mgmt	For	For	For



## Tata Steel Limited

B.1.a

**Meeting Date:** 01/25/2024

**Country:** India

**Ticker:** 500470

**Record Date:** 12/15/2023

**Meeting Type:** Court

**Primary Security ID:** Y8547N220

**Shares Voted:** 3,807,893

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Court-Ordered Meeting For Equity Shareholders	Mgmt			
1	Approve Scheme of Amalgamation	Mgmt	For	Refer	For

## Tata Steel Limited

**Meeting Date:** 02/09/2024

**Country:** India

**Ticker:** 500470

**Record Date:** 02/02/2024

**Meeting Type:** Court

**Primary Security ID:** Y8547N220

**Shares Voted:** 3,807,893

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Court-Ordered Meeting For Equity Shareholders	Mgmt			
1	Approve Scheme of Amalgamation	Mgmt	For	Refer	For

## Tata Steel Limited

**Meeting Date:** 03/02/2024

**Country:** India

**Ticker:** 500470

**Record Date:** 01/26/2024

**Meeting Type:** Special

**Primary Security ID:** Y8547N220

**Shares Voted:** 3,807,893

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Material Modification in the Approved Related Party Transaction(s) with The Indian Steel and Wire Products Ltd	Mgmt	For	For	For
2	Approve Material Modification in the Approved Related Party Transaction(s) between Tata Steel Downstream Products Limited and Tata Motors Limited	Mgmt	For	For	For
3	Approve Material Modification in the Approved Related Party Transaction(s) with Tata Motors Limited and Poshs Metal Industries Private Limited	Mgmt	For	For	For

## Tata Steel Limited

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Approve Material Related Party Transactions with Tata Capital Ltd	Mgmt	For	For	For

## WuXi AppTec Co., Ltd.

**Meeting Date:** 01/05/2024  
**Record Date:** 12/29/2023  
**Primary Security ID:** Y971B1118

**Country:** China  
**Meeting Type:** Extraordinary Shareholders

**Ticker:** 2359

Shares Voted: 595,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Direct Repurchase of H Shares in Relation to the 2023 H Share Award and Trust Scheme from the Scheme Trustee, Cancellation of Such H Shares and Related Transactions	Mgmt	For	For	For

## WuXi AppTec Co., Ltd.

**Meeting Date:** 01/05/2024  
**Record Date:** 12/29/2023  
**Primary Security ID:** Y971B1118

**Country:** China  
**Meeting Type:** Special

**Ticker:** 2359

Shares Voted: 595,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	CLASS MEETING FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Direct Repurchase of H Shares in Relation to the 2023 H Share Award and Trust Scheme from the Scheme Trustee, Cancellation of Such H Shares and Related Transactions	Mgmt	For	For	For

## Yandex NV

**Meeting Date:** 03/07/2024  
**Record Date:** 02/08/2024  
**Primary Security ID:** N97284108

**Country:** Netherlands  
**Meeting Type:** Extraordinary Shareholders

**Ticker:** YNDX

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for Class A Holders	Mgmt			
1	Approve Sale of Yandex Russia	Mgmt	For	Refer	Do Not Vote
2	Amend Articles of Association	Mgmt	For	Refer	Do Not Vote

## Yandex NV

Meeting Date: 03/07/2024

Country: Netherlands

Ticker: YNDX

Record Date: 02/08/2024

Meeting Type: Extraordinary Shareholders

Primary Security ID: N97284108

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Extraordinary Meeting Agenda	Mgmt			
1	Approve Sale of Yandex Russia	Mgmt	For	Refer	Do Not Vote
2	Amend Articles of Association	Mgmt	For	Refer	Do Not Vote
3	Adopt Annual Accounts 2021	Mgmt	For	For	Do Not Vote
4	Adopt Annual Accounts 2022	Mgmt	For	For	Do Not Vote
5	Authorize Repurchase of Issued Class A Share Capital	Mgmt	For	Refer	Do Not Vote
6	Approve Cancellation of the Priority Share	Mgmt	For	Refer	Do Not Vote

## Zhongji Innolight Co., Ltd.

Meeting Date: 02/02/2024

Country: China

Ticker: 300308

Record Date: 01/26/2024

Meeting Type: Special

Primary Security ID: Y7685V101

Shares Voted: 1,094,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Capital Injection of the Controlled Indirect Subsidiary by Cash and Debt-to-Equity Swap	Mgmt	For	Refer	Against

*Voter Rationale: IPs recommend this vote*

# VOTE SUMMARY REPORT

## B.1.a

Date range covered : 04/01/2024 to 06/30/2024

LOCATION(S): ALL LOCATIONS

INSTITUTION ACCOUNT(S): FIAM SELECT EMERGING  
MARKETS EQUITY COMMINGLED POOL

### Absa Group Ltd.

**Meeting Date:** 06/04/2024      **Country:** South Africa      **Ticker:** ABG  
**Record Date:** 05/24/2024      **Meeting Type:** Annual  
**Primary Security ID:** S0270C106

**Shares Voted:** 384,741

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Reappoint KPMG inc as Auditors with Riaz Muradmia as the Designated Auditor	Mgmt	For	For	For
2	Reappoint PricewaterhouseCoopers Inc. as Auditors with John Bennett as the Designated Auditor	Mgmt	For	For	For
3.1	Re-elect Arrie Rautenbach as Director	Mgmt	For	For	For
3.2	Re-elect Ihron Rensburg as Director	Mgmt	For	Refer	For
3.3	Re-elect John Cummins as Director	Mgmt	For	For	For
3.4	Re-elect Rose Keanly as Director	Mgmt	For	Refer	For
3.5	Re-elect Sello Moloko as Director	Mgmt	For	Refer	For
4.1	Elect Alison Beck as Director	Mgmt	For	For	For
4.2	Elect Alpheus Mangale as Director	Mgmt	For	For	For
4.3	Elect Luisa Diogo as Director	Mgmt	For	For	For
4.4	Elect Peter Mageza as Director	Mgmt	For	Refer	For
5.1	Elect Alison Beck as Member of the Group Audit and Compliance Committee	Mgmt	For	For	For
5.2	Elect Peter Mageza as Member of the Group Audit and Compliance Committee	Mgmt	For	For	For
5.3	Elect Fulvio Tonelli as Member of the Group Audit and Compliance Committee	Mgmt	For	For	For
5.4	Re-elect Rene van Wyk as Member of the Group Audit and Compliance Committee	Mgmt	For	For	For
5.5	Re-elect Tasneem Abdool-Samad as Member of the Group Audit and Compliance Committee	Mgmt	For	For	For
6	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For	For
7	Approve Remuneration Policy	Mgmt	For	Refer	For
8	Approve Remuneration Implementation Report	Mgmt	For	Refer	For
9	Approve Remuneration of Non-Executive Directors	Mgmt	For	For	For

## Absa Group Ltd.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
10	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For
11	Approve Financial Assistance in Terms of Section 44 of the Companies Act	Mgmt	For	For	For
12	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Mgmt	For	For	For

## ADNOC Drilling Co. PJSC

**Meeting Date:** 06/24/2024      **Country:** United Arab Emirates      **Ticker:** ADNOCDRILL  
**Record Date:** 06/21/2024      **Meeting Type:** Special  
**Primary Security ID:** M0R81X106

Shares Voted: 6,289,600

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Authorize Chairman of the Meeting to Appoint the Meeting Secretary and the Vote Collector	Mgmt	For	For	For
	Ordinary Business	Mgmt			
1	Approve Board of Directors Proposal to Amend the Company's Dividend Policy as published on the Abu Dhabi Securities Exchange's website and the Company's website	Mgmt	For	For	For

## Airtac International Group

**Meeting Date:** 05/30/2024      **Country:** Cayman Islands      **Ticker:** 1590  
**Record Date:** 03/29/2024      **Meeting Type:** Annual  
**Primary Security ID:** G01408106

Shares Voted: 542,478

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Consolidated Financial Statements	Mgmt	For	For	For
2	Amend Articles of Association	Mgmt	For	Refer	For
3	Amend Rules and Procedures Regarding Shareholder's General Meeting	Mgmt	For	For	For

## Alchip Technologies Ltd.

**Meeting Date:** 05/30/2024      **Country:** Cayman Islands      **Ticker:** 3661  
**Record Date:** 03/29/2024      **Meeting Type:** Annual  
**Primary Security ID:** G02242108

Shares Voted: 201,341

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Report and Financial Statements	Mgmt	For	For	For
2	Approve Profit Distribution	Mgmt	For	For	For
3	Amend Rules and Procedures Regarding Shareholder's General Meeting	Mgmt	For	For	For
4	Approve Release of Restrictions of Competitive Activities of Directors	Mgmt	For	For	For
5	Approve Issuance of Shares via a Private Placement	Mgmt	For	For	For

## Alinma Bank

Meeting Date: 04/23/2024

Country: Saudi Arabia

Ticker: 1150

Record Date:

Meeting Type: Annual

Primary Security ID: M0R35G100

Shares Voted: 1,882,175

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Review and Discuss Board Report on Company Operations for FY 2023	Mgmt	For	For	For
2	Review and Discuss Financial Statements and Statutory Reports for FY 2023	Mgmt	For	For	For
3	Approve Auditors' Report on Company Financial Statements for FY 2023	Mgmt	For	For	For
4	Approve Discharge of Directors for FY 2023	Mgmt	For	For	For
5	Ratify Auditors and Fix Their Remuneration for Q2, Q3, and Annual Statements of FY 2024 and Q1 of FY 2025	Mgmt	For	Against	Against
6	Approve Remuneration of Directors of SAR 10,745,000 for FY 2023	Mgmt	For	For	For
7	Authorize Board to Distribute Interim Dividends Semi Annually or Quarterly for FY 2024	Mgmt	For	For	For
8	Amend the Policies, Standards, and Procedures of Board Membership	Mgmt	For	For	For
9	Amend Remuneration Policy of Board Members, Committees, and Executive Management	Mgmt	For	Refer	Against

*Voter Rationale: Not in the best interests of shareholders*

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
10	Authorize Increase of Company's Capital through Issuing of Bonus Shares by Capitalizing SAR 5,000 Million from Retained Earnings and Amend Article 7 of Bylaws	Mgmt	For	For	For
11	Amend Article 4 of Bylaws Re: Establishment of Companies	Mgmt	For	For	For
12	Amend Article 14 of Bylaws Re: Buy and Sell of Shares	Mgmt	For	For	For
13	Amend Article 17 of Bylaws Re: Management	Mgmt	For	For	For
14	Amend Article 18 of Bylaws Re: Membership Expiry	Mgmt	For	For	For
15	Amend Article 20 of Bylaws Re: Board's Committees	Mgmt	For	For	For
16	Amend Article 21 of Bylaws Re: Executive Committee	Mgmt	For	For	For
17	Amend Article 22 of Bylaws Re: Audit Committee	Mgmt	For	For	For
18	Amend Article 24 of Bylaws Re: Chairmanship and Representation of the Board	Mgmt	For	For	For
19	Amend Article 26 of Bylaws Re: Quorum of Meetings	Mgmt	For	For	For
20	Amend Article 29 of Bylaws Re: Ordinary General Meeting	Mgmt	For	For	For
21	Amend Article 39 of Bylaws Re: Appointment	Mgmt	For	For	For
22	Amend Article 40 of Bylaws Re: Authorities and Responsibilities of Auditors	Mgmt	For	For	For
23	Amend Article 42 of Bylaws Re: Financial Statement and Board Report	Mgmt	For	For	For
24	Amend Article 46 of Bylaws Re: Company Losses	Mgmt	For	For	For
25	Amend Article 49 of Bylaws Re: Shariah Governance	Mgmt	For	For	For
26	Approve Authorization of the Board Regarding Future Related Party Transactions According to Paragraph 1 of Article 27 of Companies Law	Mgmt	For	For	For
27	Approve Authorization of the Board Regarding Future Related Party Transactions According to Paragraph 2 of Article 27 of Companies Law	Mgmt	For	For	For
28	Allow Anees Muominah to Be Involved with Competitors	Mgmt	For	For	For

Meeting Date: 04/29/2024

Country: Mexico

Ticker: AMXB

Record Date: 04/19/2024

Meeting Type: Annual

Primary Security ID: P0280A192

Shares Voted: 6,744,141

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Approve CEO and Auditors' Report on Operations and Results and Board's Opinion on CEO and Auditors' Report	Mgmt	For	Refer	Against
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
1.2	Approve Board's Report on Principal Policies and Accounting Criteria Followed in Preparation of Financial Information	Mgmt	For	Refer	Against
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
1.3	Approve Report on Activities and Operations Undertaken by Board	Mgmt	For	Refer	Against
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
1.4	Approve Audit and Corporate Practices Committee's Report on their Activities	Mgmt	For	Refer	Against
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
1.5	Approve Consolidated Financial Statements, Allocation of Income and Dividends	Mgmt	For	Refer	For
1.6	Approve Report on Repurchased Shares Reserve	Mgmt	For	For	For
2.a	Approve Discharge of Board and CEO	Mgmt	For	For	For
2.b1	Elect and/or Ratify Carlos Slim Domit as Board Chairman	Mgmt	For	For	For
2.b2	Elect and/or Ratify Patrick Slim Domit as Vice-Chairman	Mgmt	For	For	For
2.b3	Elect and/or Ratify Antonio Cosio Pando as Director	Mgmt	For	For	For
2.b4	Elect and/or Ratify Pablo Roberto Gonzalez Guajardo as Director	Mgmt	For	For	For
2.b5	Elect and/or Ratify Daniel Hajj Aboumrad as Director	Mgmt	For	For	For
2.b6	Elect and/or Ratify Vanessa Hajj Slim as Director	Mgmt	For	For	For
2.b7	Elect and/or Ratify David Ibarra Munoz as Director	Mgmt	For	For	For
2.b8	Elect and/or Ratify Claudia Janez Sanchez as Director	Mgmt	For	For	For
2.b9	Elect and/or Ratify Rafael Moises Kalach Mizrahi as Director	Mgmt	For	For	For
2.b10	Elect and/or Ratify Francisco Medina Chavez as Director	Mgmt	For	For	For
2.b11	Elect and/or Ratify Gisselle Moran Jimenez as Director	Mgmt	For	For	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.b12	Elect and/or Ratify Luis Alejandro Soberon Kuri as Director	Mgmt	For	For	For
2.b13	Elect and/or Ratify Ernesto Vega Velasco as Director	Mgmt	For	For	For
2.b14	Elect and/or Ratify Oscar Von Hauske Solis as Director	Mgmt	For	For	For
2.b15	Elect and/or Ratify Alejandro Cantu Jimenez as Secretary (Non-Member) of Board	Mgmt	For	For	For
2.b16	Elect and/or Ratify Rafael Robles Miaja as Deputy Secretary (Non-Member) of Board	Mgmt	For	For	For
2.c	Approve Remuneration of Directors	Mgmt	For	Against	Against
3.a	Approve Discharge of Executive Committee	Mgmt	For	For	For
3.b1	Elect and/or Ratify Carlos Slim Domit as Chairman of Executive Committee	Mgmt	For	For	For
3.b2	Elect and/or Ratify Patrick Slim Domit as Member of Executive Committee	Mgmt	For	For	For
3.b3	Elect and/or Ratify Daniel Hajj Aboumrad as Member of Executive Committee	Mgmt	For	For	For
3.c	Approve Remuneration of Executive Committee	Mgmt	For	Against	Against
4.a	Approve Discharge of Audit and Corporate Practices Committee	Mgmt	For	For	For
4.b1	Elect and/or Ratify Ernesto Vega Velasco as Chairman of Audit and Corporate Practices Committee	Mgmt	For	For	For
4.b2	Elect and/or Ratify Pablo Roberto Gonzalez Guajardo as Member of Audit and Corporate Practices Committee	Mgmt	For	For	For
4.b3	Elect and/or Ratify Rafael Claudia Janez Sanchez as Member of Audit and Corporate Practices Committee	Mgmt	For	For	For
4.b4	Elect and/or Ratify Rafael Moises Kalach Mizrahi as Member of Audit and Corporate Practices Committee	Mgmt	For	For	For
4.c	Approve Remuneration of Members of Audit and Corporate Practices Committee	Mgmt	For	Against	Against
5	Set Amount of Share Repurchase Reserve	Mgmt	For	For	For
6	Approve Granting of Powers	Mgmt	For	Against	Against
7	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

# Anglogold Ashanti Plc

B.1.a

**Meeting Date:** 05/28/2024

**Country:** United Kingdom

**Ticker:** AU

**Record Date:** 04/02/2024

**Meeting Type:** Annual

**Primary Security ID:** G0378L100

**Shares Voted:** 622,425

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Remuneration Report	Mgmt	For	Refer	For
3	Approve Remuneration Policy	Mgmt	For	Refer	For
4	Re-elect Kojo Busia as Director	Mgmt	For	For	For
5	Re-elect Alan Ferguson as Director	Mgmt	For	Refer	For
6	Re-elect Albert Garner as Director	Mgmt	For	Refer	For
7	Re-elect Rhidwaan Gasant as Director	Mgmt	For	Refer	For
8	Re-elect Scott Lawson as Director	Mgmt	For	For	For
9	Elect Jinhee Magie as Director	Mgmt	For	For	For
10	Elect Diana Sands as Director	Mgmt	For	Refer	For
11	Re-elect Jochen Tilk as Director	Mgmt	For	For	For
12	Re-elect Alberto Calderon as Director	Mgmt	For	For	For
13	Re-elect Gillian Doran as Director	Mgmt	For	For	For
14	Appoint PricewaterhouseCoopers LLP as Statutory Auditors	Mgmt	For	For	For
15	Authorise Audit and Risk Committee to Fix Remuneration of Auditors	Mgmt	For	For	For
16	Appoint PricewaterhouseCoopers Inc. as Independent Registered Public Accountants	Mgmt	For	For	For
17	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For

# ANTA Sports Products Limited

**Meeting Date:** 05/08/2024

**Country:** Cayman Islands

**Ticker:** 2020

**Record Date:** 05/02/2024

**Meeting Type:** Annual

**Primary Security ID:** G04011105

**Shares Voted:** 2,296,095

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For

## ANTA Sports Products Limited

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Elect Ding Shizhong as Director and Authorize Board to Fix His Remuneration	Mgmt	For	Against	Against
4	Elect Lai Shixian as Director and Authorize Board to Fix His Remuneration	Mgmt	For	Against	Against
5	Elect Wu Yonghua as Director and Authorize Board to Fix His Remuneration	Mgmt	For	Against	Against
6	Elect Zheng Jie as Director and Authorize Board to Fix His Remuneration	Mgmt	For	Against	Against
7	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
8	Approve KPMG as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
9	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
10	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
11	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against
12	Amend Existing Articles of Association and Adopt New Set of Amended and Restated Articles of Association	Mgmt	For	Refer	For

## Athens International Airport SA

**Meeting Date:** 04/25/2024

**Country:** Greece

**Ticker:** AIA

**Record Date:** 04/19/2024

**Meeting Type:** Annual

**Primary Security ID:** X0254W106

**Shares Voted:** 424,800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt			
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Receive Audit Committee's Report	Mgmt			
4	Approve Management of Company and Grant Discharge to Auditors	Mgmt	For	For	For
5	Approve Remuneration of Directors and Members of Committees	Mgmt	For	For	For
6	Approve Auditors and Fix Their Remuneration	Mgmt	For	Refer	For

## Athens International Airport SA

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Approve Profit Sharing Plan	Mgmt	For	Refer	Against

*Voter Rationale: Company failed to disclose sufficient information*

## Axis Bank Limited

**Meeting Date:** 05/10/2024      **Country:** India      **Ticker:** 532215  
**Record Date:** 03/30/2024      **Meeting Type:** Special  
**Primary Security ID:** Y0487S137

**Shares Voted:** 1,849,694

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Pranam Wahi as Director	Mgmt	For	For	For
2	Approve Revision in Ceiling of Fixed Remuneration Granted to Non-Executive Directors (NEDs) excluding the Non-Executive (Part-time) Chairperson	Mgmt	For	For	For

## Ayala Land, Inc.

**Meeting Date:** 04/25/2024      **Country:** Philippines      **Ticker:** ALI  
**Record Date:** 03/11/2024      **Meeting Type:** Annual  
**Primary Security ID:** Y0488F100

**Shares Voted:** 23,605,200

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Minutes of Previous Meeting	Mgmt	For	For	For
2	Approve Annual Report	Mgmt	For	For	For
3	Ratify Acts of the Board of Directors and Officers	Mgmt	For	For	For
4	Approve Merger of the Company and Its Subsidiaries	Mgmt	For	Refer	For
	Elect 9 Directors by Cumulative Voting	Mgmt			
5.1	Elect Jaime Augusto Zobel de Ayala as Director	Mgmt	For	For	For
5.2	Elect Anna Ma. Margarita Bautista-Dy as Director	Mgmt	For	For	For
5.3	Elect Cezar P. Consing as Director	Mgmt	For	Against	Against
5.4	Elect Fernando Zobel de Ayala as Director	Mgmt	For	For	For
5.5	Elect Mariana Beatriz Zobel de Ayala as Director	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5.6	Elect Rex Ma. A. Mendoza as Director	Mgmt	For	For	For
5.7	Elect Cesar V. Purisima as Director	Mgmt	For	For	For
5.8	Elect Daniel Gabriel M. Montecillo as Director	Mgmt	For	For	For
5.9	Elect Surendra M. Menon as Director	Mgmt	For	For	For
6	Appoint PwC Isla Lipana & Co. as External Auditor and Fix Its Remuneration	Mgmt	For	For	For
7	Approve Other Matters	Mgmt	For	Against	Against

## Banco BTG Pactual SA

Meeting Date: 04/30/2024

Country: Brazil

Ticker: BPAC11

Record Date:

Meeting Type: Annual

Primary Security ID: P1R8ZJ253

Shares Voted: 3,397,474

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for Holders of Units	Mgmt			
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2023	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Against	Against
4.1	Elect Andre Santos Esteves as Director	Mgmt	For	For	For
4.2	Elect Eduardo Henrique de Mello Motta Loyo as Independent Director	Mgmt	For	For	For
4.3	Elect Guillermo Ortiz Martinez as Independent Director	Mgmt	For	For	For
4.4	Elect Joao Marcello Dantas Leite as Director	Mgmt	For	For	For
4.5	Elect John Huw Gwili Jenkins as Director	Mgmt	For	For	For
4.6	Elect Mark Clifford Maletz as Independent Director	Mgmt	For	For	For
4.7	Elect Nelson Azevedo Jobim as Director	Mgmt	For	For	For
4.8	Elect Roberto Balls Sallouti as Director	Mgmt	For	For	For
4.9	Elect Sofia de Fatima Esteves as Independent Director	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	If Voting FOR on Item 5, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt			
5	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Abstain	Abstain
6.1	Percentage of Votes to Be Assigned - Elect Andre Santos Esteves as Director	Mgmt	None	Abstain	Abstain
6.2	Percentage of Votes to Be Assigned - Elect Eduardo Henrique de Mello Motta Loyo as Independent Director	Mgmt	None	Abstain	Abstain
6.3	Percentage of Votes to Be Assigned - Elect Guillermo Ortiz Martinez as Independent Director	Mgmt	None	Abstain	Abstain
6.4	Percentage of Votes to Be Assigned - Elect Joao Marcello Dantas Leite as Director	Mgmt	None	Abstain	Abstain
6.5	Percentage of Votes to Be Assigned - Elect John Huw Gwili Jenkins as Director	Mgmt	None	Abstain	Abstain
6.6	Percentage of Votes to Be Assigned - Elect Mark Clifford Maletz as Independent Director	Mgmt	None	Abstain	Abstain
6.7	Percentage of Votes to Be Assigned - Elect Nelson Azevedo Jobim as Director	Mgmt	None	Abstain	Abstain
6.8	Percentage of Votes to Be Assigned - Elect Roberto Balls Sallouti as Director	Mgmt	None	Abstain	Abstain
6.9	Percentage of Votes to Be Assigned - Elect Sofia de Fatima Esteves as Independent Director	Mgmt	None	Abstain	Abstain
7	As an Ordinary Shareholder, Would You like to Request a Separate Minority Election of a Member of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Abstain
8	As a Preferred Shareholder, Would You like to Request a Separate Minority Election of a Member of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Abstain
9	Approve Remuneration of Company's Management	Mgmt	For	Refer	Against
<i>Voter Rationale: Remuneration is not properly aligned with performance; Structure of Remuneration is problematic, and not aligned with shareholder interests</i>					
10	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	None	For	For

## Banco BTG Pactual SA

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
11	In Case Neither Class of Shares Reaches the Minimum Quorum Required by the Brazilian Corporate Law to Elect a Board Representative in Separate Elections, Would You Like to Use Your Votes to Elect the Candidate with More Votes to Represent Both Classes?	Mgmt	None	For	For

## Banco do Brasil SA

**Meeting Date:** 04/26/2024      **Country:** Brazil      **Ticker:** BBAS3  
**Record Date:** 04/23/2024      **Meeting Type:** Annual  
**Primary Security ID:** P11427112

Shares Voted: 2,922,974

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2023	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Approve Remuneration of Company's Management	Mgmt	For	For	For
4	Approve Remuneration of Fiscal Council Members	Mgmt	For	For	For
5	Approve Remuneration of Audit Committee Members	Mgmt	For	For	For
6	Approve Remuneration of Risk and Capital Committee Members	Mgmt	For	For	For
7	Approve Remuneration of People, Remuneration, and Eligibility Committee Members	Mgmt	For	For	For
8	In the Event of a Second Call, Can the Voting Instructions Contained in this Proxy Card Be Considered Valid for the Second Call?	Mgmt	None	For	For

## Banco do Brasil SA

**Meeting Date:** 04/26/2024      **Country:** Brazil      **Ticker:** BBAS3  
**Record Date:** 04/23/2024      **Meeting Type:** Extraordinary Shareholders  
**Primary Security ID:** P11427112

Shares Voted: 2,922,974

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles	Mgmt	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Remuneration of Technology and Innovation Committee Members	Mgmt	For	For	For
3	Approve Remuneration of Corporate Sustainability Committee Members	Mgmt	For	For	For
4	In the Event of a Second Call, Can the Voting Instructions Contained in this Proxy Card Be Considered Valid for the Second Call?	Mgmt	None	For	For

## BYD Company Limited

Meeting Date: 04/19/2024

Country: China

Ticker: 1211

Record Date: 04/15/2024

Meeting Type: Extraordinary Shareholders

Primary Security ID: Y1023R104

Shares Voted: 897,395

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
	RESOLUTIONS IN RELATION TO THE 2024 SHARE REPURCHASE PLAN	Mgmt			
1.01	Approve Purpose of the Share Repurchase	SH	For	Refer	For
1.02	Approve Fulfillment of Relevant Conditions for the Share Repurchase	SH	For	Refer	For
1.03	Approve Method and Purpose of the Share Repurchase	SH	For	Refer	For
1.04	Approve Price or Price Range and Pricing Principles for the Share Repurchase	SH	For	Refer	For
1.05	Approve Amount and Source of Capital for the Repurchase	SH	For	Refer	For
1.06	Approve Class, Quantity and Percentage to the Total Share Capital for the Proposed Share Repurchase	SH	For	Refer	For
1.07	Approve Period of the Share Repurchase	SH	For	Refer	For
1.08	Approve Validity Period of the Resolution Regarding the Share Repurchase	SH	For	Refer	For
2	Approve Grant of Mandate to the Board and Its Authorized Persons to Deal with Matters in Relation to the Repurchase of A Shares in Full Discretion	SH	For	Refer	For



## BYD Company Limited

## B.1.a

**Meeting Date:** 04/19/2024

**Country:** China

**Ticker:** 1211

**Record Date:** 04/15/2024

**Meeting Type:** Special

**Primary Security ID:** Y1023R104

**Shares Voted:** 897,395

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	CLASS MEETING FOR HOLDERS OF H SHARES	Mgmt			
	RESOLUTIONS IN RELATION TO THE 2024 SHARE REPURCHASE PLAN	Mgmt			
1.01	Approve Purpose of the Share Repurchase	SH	For	Refer	For
1.02	Approve Fulfillment of Relevant Conditions for the Share Repurchase	SH	For	Refer	For
1.03	Approve Method and Purpose of the Share Repurchase	SH	For	Refer	For
1.04	Approve Price or Price Range and Pricing Principles for the Share Repurchase	SH	For	Refer	For
1.05	Approve Amount and Source of Capital for the Repurchase	SH	For	Refer	For
1.06	Approve Class, Quantity and Percentage to the Total Share Capital for the Proposed Share Repurchase	SH	For	Refer	For
1.07	Approve Period of the Share Repurchase	SH	For	Refer	For
1.08	Approve Validity Period of the Resolution Regarding the Share Repurchase	SH	For	Refer	For
2	Approve Grant of Mandate to the Board and Its Authorized Persons to Deal with Matters in Relation to the Repurchase of A Shares in Full Discretion	SH	For	Refer	For

## BYD Company Limited

**Meeting Date:** 06/06/2024

**Country:** China

**Ticker:** 1211

**Record Date:** 05/31/2024

**Meeting Type:** Annual

**Primary Security ID:** Y1023R104

**Shares Voted:** 706,895

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Supervisory Committee	Mgmt	For	For	For

## BYD Company Limited

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Approve Audited Financial Report	Mgmt	For	For	For
4	Approve Annual Report and Its Summary	Mgmt	For	For	For
5	Approve Profit Distribution Plan	Mgmt	For	For	For
6	Approve Ernst & Young Hua Ming LLP as Sole External Auditor and Internal Control Audit Institution and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
7	Approve Provision of Guarantee	Mgmt	For	Refer	For
8	Approve Estimated Cap of Ordinary Connected Transactions	Mgmt	For	For	For
9	Approve Grant of General Mandate to the Board to Issue Additional H Shares	Mgmt	For	Against	Against
10	Approve General Mandate to the Directors of BYD Electronic (International) Company Limited to Issue New Shares	Mgmt	For	Against	Against
11	Approve Authorization to the Board to Determine the Proposed Plan for the Issuance of Debt Financing Instruments	Mgmt	For	Refer	Against
<i>Voter Rationale: Company failed to disclose sufficient information</i>					
12	Approve Purchase of Liability Insurance for Directors, Supervisors, Senior Management and Other Related Persons and Related Transactions	Mgmt	For	For	For
13	Amend Articles of Association	Mgmt	For	Refer	For
14	Amend Rules of Procedures of the Shareholders' General Meetings	Mgmt	For	For	For

## Capitec Bank Holdings Ltd.

**Meeting Date:** 05/31/2024

**Country:** South Africa

**Ticker:** CPI

**Record Date:** 05/24/2024

**Meeting Type:** Annual

**Primary Security ID:** S15445109

**Shares Voted:** 166,028

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Resolutions	Mgmt			
1	Re-elect Santie Botha as Director	Mgmt	For	Refer	For
2	Re-elect Michiel du Pre le Roux as Director	Mgmt	For	For	For
3	Re-elect Vusi Mahlangu as Director	Mgmt	For	Refer	For
4	Elect Nadya Bhattay as Director	Mgmt	For	For	For
5	Elect Naidene Ford-Hoon as Director	Mgmt	For	For	For

## Capitec Bank Holdings Ltd.

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Reappoint Deloitte & Touche as Auditors	Mgmt	For	For	For
7	Appoint KPMG as Auditors	Mgmt	For	For	For
8	Authorise Specific Issue of Loss Absorbent Convertible Capital Securities for Cash	Mgmt	For	For	For
9	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For
10	Approve Remuneration Policy	Mgmt	For	Refer	For
11	Approve Implementation Report of Remuneration Policy	Mgmt	For	Refer	For
	Special Resolutions	Mgmt			
1	Approve Non-Executive Directors' Remuneration	Mgmt	For	For	For
2	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For
3	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Mgmt	For	For	For

## Chailease Holding Co., Ltd.

**Meeting Date:** 05/22/2024

**Country:** Cayman Islands

**Ticker:** 5871

**Record Date:** 03/22/2024

**Meeting Type:** Annual

**Primary Security ID:** G20288109

**Shares Voted:** 3,814,068

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For
2	Approve Profit Distribution	Mgmt	For	For	For
3	Approve the Issuance of New Shares by Capitalization of Profit	Mgmt	For	For	For
4	Approve Plan to Raise Long Term Capital	Mgmt	For	For	For
5	Amend Rules and Procedures Regarding Shareholder's General Meeting	Mgmt	For	For	For

## Chemical Works of Gedeon Richter Plc

**Meeting Date:** 04/25/2024

**Country:** Hungary

**Ticker:** RICHT

**Record Date:** 04/23/2024

**Meeting Type:** Annual

**Primary Security ID:** X31245107

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Use of Electronic Vote Collection Method	Mgmt	For	For	Do Not Vote
2	Authorize Company to Produce Sound Recording of Meeting Proceedings	Mgmt	For	For	Do Not Vote
3	Elect Chairman and Other Meeting Officials	Mgmt	For	For	Do Not Vote
4	Approve Consolidated Financial Statements	Mgmt	For	For	Do Not Vote
5	Approve Management Board Report on Company's Operations, Business Policy, and Financial Standing	Mgmt	For	For	Do Not Vote
6	Approve Financial Statements	Mgmt	For	For	Do Not Vote
7	Approve Allocation of Income and Dividends of HUF 423 per Share	Mgmt	For	For	Do Not Vote
8	Approve Company's Corporate Governance Statement	Mgmt	For	For	Do Not Vote
9	Amend Remuneration Policy for 2021-2024	Mgmt	For	Refer	Do Not Vote
10	Approve Remuneration Policy for Fiscal 2025-2028	Mgmt	For	Refer	Do Not Vote
11	Approve Remuneration Report	Mgmt	For	Refer	Do Not Vote
12.1	Change Location of Registered Office	Mgmt	For	For	Do Not Vote
12.2	Amend Bylaws Re: Shareholders' Register	Mgmt	For	For	Do Not Vote
12.3	Amend Bylaws Re: Transfer of Shares	Mgmt	For	For	Do Not Vote
12.4	Amend Bylaws Re: General Meeting	Mgmt	For	Refer	Do Not Vote
12.5	Amend Bylaws Re: General Meeting	Mgmt	For	Refer	Do Not Vote
12.6	Amend Bylaws Re: Management Board	Mgmt	For	Refer	Do Not Vote
13	Approve Report on Share Repurchase Program	Mgmt	For	For	Do Not Vote
14	Authorize Share Repurchase Program	Mgmt	For	For	Do Not Vote
15.1	Reelect Nandor Pal Acs as Management Board Member	Mgmt	For	For	Do Not Vote
15.2	Reelect Anett Pandurics as Management Board Member	Mgmt	For	For	Do Not Vote
15.3	Reelect Balint Szecsenyi as Management Board Member	Mgmt	For	For	Do Not Vote
16.1	Reelect Jonathan Robert Bedros as Supervisory Board Member	Mgmt	For	Refer	Do Not Vote

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16.2	Reelect Livia Pavlik as Supervisory Board Member	Mgmt	For	For	Do Not Vote
16.3	Elect Dale Andre Martin as Supervisory Board Member	Mgmt	For	For	Do Not Vote
16.4	Reelect Krisztina Gal as Employee Representative to Supervisory Board	Mgmt	For	For	Do Not Vote
16.5	Reelect Ferenc Sallai as Employee Representative to Supervisory Board	Mgmt	For	For	Do Not Vote
17.1	Elect Jonathan Robert Bedros as Audit Committee Member	Mgmt	For	For	Do Not Vote
17.2	Reelect Livia Pavlik as Audit Committee Member	Mgmt	For	For	Do Not Vote
17.3	Elect Dale Andre Martin as Audit Committee Member	Mgmt	For	For	Do Not Vote
18.1	Approve Terms of Remuneration of Management Board Members	Mgmt	For	For	Do Not Vote
18.2	Approve Terms of Remuneration of Committees Members	Mgmt	For	For	Do Not Vote
18.3	Approve Terms of Remuneration of Management Board Members	Mgmt	For	For	Do Not Vote
19.1	Approve Terms of Remuneration of Supervisory Board Members	Mgmt	For	For	Do Not Vote
19.2	Approve Terms of Remuneration of Supervisory Board Chairman	Mgmt	For	For	Do Not Vote
19.3	Approve Terms of Remuneration of Audit Committee Members	Mgmt	For	For	Do Not Vote
20	Ratify Deloitte Auditing and Consulting Ltd. as Auditor	Mgmt	For	For	Do Not Vote
21	Approve Auditor's Remuneration	Mgmt	For	For	Do Not Vote
22	Transact Other Business (Non-Voting)	Mgmt			

China Construction Bank Corporation

Meeting Date: 04/29/2024

Country: China

Ticker: 939

Record Date: 04/23/2024

Meeting Type: Extraordinary Shareholders

Primary Security ID: Y1397N101

Shares Voted: 21,997,415

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Annual Issuance Plan for the Financial Bonds	Mgmt	For	Refer	For
2	Approve Amount of Capital Instruments to be Issued	Mgmt	For	Refer	For

## China Construction Bank Corporation

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Approve Amount of TLAC Non-Capital Bonds to be Issued	Mgmt	For	Refer	For

## China Construction Bank Corporation

Meeting Date: 06/27/2024

Country: China

Ticker: 939

Record Date: 06/21/2024

Meeting Type: Annual

Primary Security ID: Y1397N101

Shares Voted: 33,775,415

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For
3	Approve Final Financial Accounts	Mgmt	For	For	For
4	Approve Profit Distribution Plan	Mgmt	For	For	For
5	Approve Interim Profit Distribution Arrangements	Mgmt	For	For	For
6	Approve Fixed Assets Investment Budget	Mgmt	For	For	For
7	Approve Ernst & Young Hua Ming LLP as Domestic Auditor and Ernst & Young as International Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
8	Elect Zhang Yi as Director	Mgmt	For	For	For
9	Elect Lin Zhijun as Director	Mgmt	For	For	For
10	Elect William Coen as Director	Mgmt	For	For	For
11	Elect Leung Kam Chung, Antony as Director	Mgmt	For	For	For
12	Approve Independent Directors Working System	Mgmt	For	For	For

## China Life Insurance Company Limited

Meeting Date: 06/27/2024

Country: China

Ticker: 2628

Record Date: 06/06/2024

Meeting Type: Annual

Primary Security ID: Y1477R204

Shares Voted: 12,288,992

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For
3	Approve Financial Report	Mgmt	For	For	For
4	Approve Profit Distribution Plan	Mgmt	For	For	For
5	Approve Remuneration of Directors and Supervisors	Mgmt	For	For	For
	ELECT DIRECTORS	Mgmt			
6	Elect Bai Tao as Director	Mgmt	For	For	For
7	Elect Li Mingguang as Director	Mgmt	For	For	For
8	Elect Liu Hui as Director	Mgmt	For	For	For
9	Elect Ruan Qi as Director	Mgmt	For	For	For
10	Elect Wang Junhui as Director	SH	For	Against	Against
11	Elect Niu Kailong as Director	SH	For	For	For
12	Elect Hu Jin as Director	SH	For	For	For
13	Elect Hu Rong as Director	SH	For	For	For
14	Elect Lam Chi Kuen as Director	Mgmt	For	For	For
15	Elect Zhai Haitao as Director	Mgmt	For	For	For
16	Elect Chen Jie as Director	Mgmt	For	For	For
	ELECT SUPERVISOR	Mgmt			
17	Elect Gu Haishan as Supervisor	Mgmt	For	For	For
18	Approve Ernst & Young Hua Ming LLP as PRC Auditor and Ernst & Young as Hong Kong Auditor and Authorize Board to Fix Their Remuneration	SH	For	Refer	For
19	Elect Lu Feng as Director	SH	For	For	For

## China Merchants Bank Co., Ltd.

Meeting Date: 06/25/2024

Country: China

Ticker: 3968

Record Date: 06/17/2024

Meeting Type: Annual

Primary Security ID: Y14896115

Shares Voted: 3,004,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Work Report of the Board of Directors	Mgmt	For	For	For
2	Approve Work Report of the Board of Supervisors	Mgmt	For	For	For
3	Approve Annual Report	Mgmt	For	For	For
4	Approve Audited Financial Statements	Mgmt	For	For	For
5	Approve Profit Appropriation Plan	Mgmt	For	For	For
6	Approve Ernst & Young Hua Ming LLP as Domestic Accounting Firm and Approve Ernst & Young et al. as International Accounting Firms and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
7	Elect Li Jian as Director	Mgmt	For	For	For
8	Elect Shi Dai as Director	Mgmt	For	Against	Against
9	Elect Liu Hui as Director	Mgmt	For	Against	Against
10	Elect Zhu Liwei as Director	Mgmt	For	Against	Against
11	Elect Zhong Desheng as Director	Mgmt	For	Against	Against
12	Elect Li Jinming as Supervisor	Mgmt	For	For	For
13	Approve Related Party Transactions Report	Mgmt	For	For	For
14	Approve Authorization to Issue Capital Bonds	Mgmt	For	Refer	For

## E Ink Holdings, Inc.

Meeting Date: 05/29/2024

Country: Taiwan

Ticker: 8069

Record Date: 03/29/2024

Meeting Type: Annual

Primary Security ID: Y2266Z100

Shares Voted: 1,272,465

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements	Mgmt	For	For	For
2	Approve Plan on Profit Distribution	Mgmt	For	For	For



Meeting Date: 06/19/2024

Country: Taiwan

Ticker: 3529

Record Date: 04/19/2024

Meeting Type: Annual

Primary Security ID: Y2289B114

Shares Voted: 144,577

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Report and Financial Statements	Mgmt	For	For	For
2	Approve Profit Distribution	Mgmt	For	For	For
	ELECT NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
3.1	Elect Charles Hsu with SHAREHOLDER NO.00000003 as Non-independent Director	Mgmt	For	Against	Against
3.2	Elect Li-Jeng Chen with SHAREHOLDER NO.00018728 as Non-independent Director	Mgmt	For	Refer	Against
<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>					
3.3	Elect Mu-Chuan Hsu with SHAREHOLDER NO.00000110 as Non-independent Director	Mgmt	For	Against	Against
3.4	Elect Michael Ho with SHAREHOLDER NO.00000147 as Non-independent Director	Mgmt	For	Against	Against
3.5	Elect Felix Hsu, a Representative of How-Han Investment Corporation with SHAREHOLDER NO.00000532 as Non-independent Director	Mgmt	For	Against	Against
3.6	Elect Chris Lu, a Representative of How-Han Investment Corporation with SHAREHOLDER NO.00000532 as Non-independent Director	Mgmt	For	Against	Against
3.7	Elect F.C. Tseng with SHAREHOLDER NO.S100189XXX as Non-independent Director	Mgmt	For	Against	Against
3.8	Elect T.C. Chen with SHAREHOLDER NO.T101616XXX as Independent Director	Mgmt	For	For	For
3.9	Elect Jack Sun with SHAREHOLDER NO.J800055XXX as Independent Director	Mgmt	For	For	For
3.10	Elect Danny Perng with SHAREHOLDER NO.L100869XXX as Independent Director	Mgmt	For	For	For
4	Approve Release of Restrictions of Competitive Activities of Directors and Representatives	Mgmt	For	For	For

## ENN Energy Holdings Limited

B.1.a

Meeting Date: 05/31/2024

Country: Cayman Islands

Ticker: 2688

Record Date: 05/27/2024

Meeting Type: Annual

Primary Security ID: G3066L101

Shares Voted: 551,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For
3a1	Elect Wang Yusuo as Director	Mgmt	For	Against	Against
3a2	Elect Zhang Yuying as Director	Mgmt	For	Against	Against
3a3	Elect Wang Dongzhi as Director	Mgmt	For	Against	Against
3a4	Elect Zhang Jin as Director	Mgmt	For	Against	Against
3a5	Elect Jiang Chenghong as Director	Mgmt	For	Against	Against
3a6	Elect Wang Zizheng as Director	Mgmt	For	Against	Against
3a7	Elect Law Yee Kwan, Quinn as Director	Mgmt	For	For	For
3a8	Elect Wong Lai, Sarah as Director	Mgmt	For	For	For
3b	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
4	Approve Deloitte Touche Tohmatsu as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For	For
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For

## Formosa Plastics Corp.

Meeting Date: 06/20/2024

Country: Taiwan

Ticker: 1301

Record Date: 04/19/2024

Meeting Type: Annual

Primary Security ID: Y26095102

Shares Voted: 2,510,291

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements	Mgmt	For	For	For
2	Approve Plan on Profit Distribution	Mgmt	For	For	For
3	Approve Amendments to Articles of Association	Mgmt	For	Refer	For
	ELECT NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.1	Elect William Wong, a Representative of Formosa Chemicals & Fibre Corporation, with SHAREHOLDER NO.0006400, as Non-independent Director	SH	For	Against	Against
4.2	Elect Susan Wang, a Representative of Nanya Plastics Corporation, with SHAREHOLDER NO.0006145, as Non-independent Director	SH	For	Against	Against
4.3	Elect Wilfred Wang, a Representative of Formosa Petrochemical Corporation, with SHAREHOLDER NO.0558432, as Non-independent Director	SH	For	Against	Against
4.4	Elect Cher Wang, with SHAREHOLDER NO.0771725 as Non-independent Director	SH	For	Against	Against
4.5	Elect Ralph Ho, a Representative of EMRA & CO., with SHAREHOLDER NO.0988191, as Non-independent Director	SH	For	Against	Against
4.6	Elect K. H. Wu, with SHAREHOLDER NO.0055597 as Non-independent Director	SH	For	Against	Against
4.7	Elect Sang-Chi Lin, with SHAREHOLDER NO.P102757XXX as Non-independent Director	SH	For	Against	Against
4.8	Elect Wen-Bee Kuo, with SHAREHOLDER NO.S101775XXX as Non-independent Director	SH	For	Against	Against
4.9	Elect C. L. Wei, with SHAREHOLDER NO.J100196XXX as Independent Director	SH	For	Against	Against
4.10	Elect C. J. Wu, with SHAREHOLDER NO.R101312XXX as Independent Director	SH	For	For	For
4.11	Elect Yen-Shiang Shih, with SHAREHOLDER NO.B100487XXX as Independent Director	SH	For	For	For
4.12	Elect Ching-Tse Yeh, with SHAREHOLDER NO.D100827XXX as Independent Director	SH	For	For	For
5	Approve Release of Restrictions of Competitive Activities of Newly Appointed Directors and Representatives	Mgmt	For	Refer	For

## Fuyao Glass Industry Group Co., Ltd.

Meeting Date: 04/25/2024

Country: China

Ticker: 3606

Record Date: 04/17/2024

Meeting Type: Annual

Primary Security ID: Y2680G100

Shares Voted: 662,985

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF A SHARES	Mgmt			
1	Approve Work Report of the Board of Directors	Mgmt	For	For	For
2	Approve Work Report of the Board of Supervisors	Mgmt	For	For	For
3	Approve Final Financial Report	Mgmt	For	For	For
4	Approve Profit Distribution Plan	Mgmt	For	For	For
5	Approve Annual Report and Its Summary	Mgmt	For	For	For
6	Approve PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as Domestic Audit Institution and Internal Control Audit Institution	Mgmt	For	For	For
7	Approve PricewaterhouseCoopers as Overseas Audit Institution	Mgmt	For	For	For
8	Approve Duty Report of Independent Directors	Mgmt	For	For	For
9	Amend Articles of Association	Mgmt	For	Refer	For
10	Amend Rules of Procedure of General Meeting	Mgmt	For	For	For
11	Amend Rules of Procedure for the Board of Directors	Mgmt	For	For	For
12	Amend Independent Directorship System	Mgmt	For	Against	Against
13	Amend Independent Directors On-site Working System	Mgmt	For	Against	Against
14	Approve Formulation of the Dividend Distribution Plan for the Shareholders for the Upcoming Three Years (2024-2026)	Mgmt	For	For	For

## Gold Fields Ltd.

Meeting Date: 05/30/2024

Country: South Africa

Ticker: GFI

Record Date: 04/16/2024

Meeting Type: Annual

Primary Security ID: S31755101

Shares Voted: 223,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
	Ordinary Resolutions	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Reappoint PricewaterhouseCoopers Inc as Auditors of the Company	Mgmt	For	For	For
2.1	Elect Michael Fraser as Director	Mgmt	For	For	For
2.2	Elect Carel Smit as Director	Mgmt	For	For	For
2.3	Re-elect Steven Reid as Director	Mgmt	For	Refer	For
3.1	Re-elect Philisiwe Sibiyi as Chairperson of the Audit Committee	Mgmt	For	For	For
3.2	Re-elect Alhassan Andani as Member of the Audit Committee	Mgmt	For	For	For
3.3	Re-elect Peter Bacchus as Member of the Audit Committee	Mgmt	For	For	For
3.4	Elect Carel Smit as Member of the Audit Committee	Mgmt	For	For	For
4	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For	For
5.1	Approve Remuneration Policy	Mgmt	For	Refer	For
5.2	Approve Remuneration Implementation Report	Mgmt	For	Refer	For
	Special Resolutions	Mgmt			
1	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For
2	Approve Remuneration of Non-Executive Directors	Mgmt	For	For	For
2.1	Approve Remuneration of Chairperson of the Board	Mgmt	For	For	For
2.2	Approve Remuneration of Lead Independent Director of the Board	Mgmt	For	For	For
2.3	Approve Remuneration of Members of the Board	Mgmt	For	For	For
2.4	Approve Remuneration of Chairperson of the Audit Committee	Mgmt	For	For	For
2.5	Approve Remuneration of Chairpersons of the Capital Projects, Control and Review Committee, Nominating and Governance Committee, Remuneration Committee, Risk Committee, SET Committee and SHSD Committee	Mgmt	For	For	For
2.6	Approve Remuneration of Members of the Audit Committee	Mgmt	For	For	For
2.7	Approve Remuneration of Members of the Capital Projects, Control and Review Committee, Nominating and Governance Committee, Remuneration Committee, Risk Committee, SET Committee and SHSD Committee	Mgmt	For	For	For
2.8	Approve Remuneration of Chairperson of the Strategy and Investment Committee	Mgmt	For	For	For

## Gold Fields Ltd.

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.9	Approve Remuneration of Members of the Strategy and Investment Committee	Mgmt	For	For	For
3	Approve Financial Assistance in Terms of Sections 44 and 45 of the Companies Act	Mgmt	For	For	For
4	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For

## Greek Organisation of Football Prognostics SA

Meeting Date: 04/25/2024

Country: Greece

Ticker: OPAP

Record Date: 04/19/2024

Meeting Type: Annual

Primary Security ID: X3232T104

Shares Voted: 651,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt			
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Receive Report of Independent Non-Executive Directors	Mgmt			
3	Receive Audit Committee's Activity Report	Mgmt			
4	Approve Management of Company and Grant Discharge to Auditors	Mgmt	For	For	For
5	Approve Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
6	Approve Allocation of Income and Dividends	Mgmt	For	For	For
7	Approve Profit Distribution to Executives and Key Personnel	Mgmt	For	For	For
8	Advisory Vote on Remuneration Report	Mgmt	For	For	For
9	Authorize Capitalization of Reserves and Increase in Par Value	Mgmt	For	Refer	For
10	Approve Share Capital Reduction via Decrease in Par Value	Mgmt	For	Refer	For
11	Amend Article 5	Mgmt	For	Refer	For

## Gruma SAB de CV

Meeting Date: 04/26/2024

Country: Mexico

Ticker: GRUMAB

Record Date: 04/15/2024

Meeting Type: Annual

Primary Security ID: P4948K121

Shares Voted: 1,027,959

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Present Report on Compliance with Fiscal Obligations	Mgmt	For	For	For
3	Approve Allocation of Income and Dividends of MXN 5.04 Per Share	Mgmt	For	For	For
4	Set Maximum Amount of Share Repurchase Reserve and Present Report of Operations with Treasury Shares	Mgmt	For	For	For
5.a	Ratify Juan Antonio Gonzalez Moreno as Board Chairman	Mgmt	For	Against	Against
5.b	Ratify Carlos Hank Gonzalez as Board Vice-Chairman	Mgmt	For	For	For
5.c	Ratify Homero Huerta Moreno as Director	Mgmt	For	For	For
5.d	Ratify Laura Dinora Martinez Salinas as Director	Mgmt	For	For	For
5.e	Ratify Gabriel A. Carrillo Medina as Director	Mgmt	For	For	For
5.f	Ratify Everardo Elizondo Almaguer as Director	Mgmt	For	For	For
5.g	Ratify Jesus Oswaldo Garza Martinez as Director	Mgmt	For	For	For
5.h	Ratify Thomas S. Heather Rodriguez as Director	Mgmt	For	For	For
5.i	Ratify Javier Martinez Abrego Gomez as Director	Mgmt	For	For	For
5.j	Ratify Alberto Santos Boesch as Director	Mgmt	For	For	For
5.k	Ratify Joseph Woldenberg Russell as Director	Mgmt	For	For	For
5.l	Approve Remuneration of Directors and Members of Audit and Corporate Practices Committees; Verify Director's Independence Classification	Mgmt	For	For	For
6	Elect Chairmen of Audit and Corporate Practices Committees	Mgmt	For	For	For
7	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Shares Voted: 1,027,959

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Extraordinary Business	Mgmt			
1	Authorize Cancellation of 4.73 Million Series B Class I Repurchased Shares and Consequently Reduction in Fixed Portion of Capital; Amend Article 6	Mgmt	For	For	For
2	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

## Grupo Financiero Banorte SAB de CV

Meeting Date: 04/29/2024

Country: Mexico

Ticker: GFNORTEO

Record Date: 04/16/2024

Meeting Type: Annual

Primary Security ID: P49501201

Shares Voted: 3,820,953

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.a	Approve CEO's Report on Financial Statements and Statutory Reports	Mgmt	For	For	For
1.b	Approve Board's Report on Policies and Accounting Information and Criteria Followed in Preparation of Financial Information	Mgmt	For	For	For
1.c	Approve Board's Report on Operations and Activities Undertaken by Board	Mgmt	For	For	For
1.d	Approve Report on Activities of Audit and Corporate Practices Committee	Mgmt	For	For	For
1.e	Approve All Operations Carried out by Company and Ratify Actions Carried out by Board, CEO and Audit and Corporate Practices Committee	Mgmt	For	For	For
2	Approve Allocation of Income	Mgmt	For	For	For
3.a	Approve Cash Dividends of MXN 9.09 Per Share	Mgmt	For	For	For
3.b	Approve Cash Dividend to Be Paid on June 28, 2024	Mgmt	For	For	For
4	Receive Auditor's Report on Tax Position of Company	Mgmt			
5.a1	Elect Carlos Hank Gonzalez as Board Chairman	Mgmt	For	For	For
5.a2	Elect Juan Antonio Gonzalez Moreno as Director	Mgmt	For	For	For
5.a3	Elect David Juan Villarreal Montemayor as Director	Mgmt	For	For	For
5.a4	Elect Jose Marcos Ramirez Miguel as Director	Mgmt	For	For	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5.a5	Elect Carlos de la Isla Corry as Director	Mgmt	For	For	For
5.a6	Elect Alicia Alejandra Lebrija Hirschfeld as Director	Mgmt	For	For	For
5.a7	Elect Clemente Ismael Reyes Retana Valdes as Director	Mgmt	For	For	For
5.a8	Elect Mariana Banos Reynaud as Director	Mgmt	For	For	For
5.a9	Elect Federico Carlos Fernandez Senderos as Director	Mgmt	For	For	For
5.a10	Elect David Penalozza Alanis as Director	Mgmt	For	For	For
5.a11	Elect Jose Antonio Chedraui Eguia as Director	Mgmt	For	For	For
5.a12	Elect Alfonso de Angoitia Noriega as Director	Mgmt	For	For	For
5.a13	Elect Thomas Stanley Heather Rodriguez as Director	Mgmt	For	For	For
5.a14	Elect Graciela Gonzalez Moreno as Alternate Director	Mgmt	For	For	For
5.a15	Elect Juan Antonio Gonzalez Marcos as Alternate Director	Mgmt	For	For	For
5.a16	Elect Alberto Halabe Hamui as Alternate Director	Mgmt	For	For	For
5.a17	Elect Gerardo Salazar Viezca as Alternate Director	Mgmt	For	For	For
5.a18	Elect Alberto Perez-Jacome Friscione as Alternate Director	Mgmt	For	For	For
5.a19	Elect Roberto Kelleher Vales as Alternate Director	Mgmt	For	For	For
5.a20	Elect Cecilia Goya de Riviello Meade as Alternate Director	Mgmt	For	For	For
5.a21	Elect Jose Maria Garza Trevino as Alternate Director	Mgmt	For	For	For
5.a22	Elect Manuel Francisco Ruiz Camero as Alternate Director	Mgmt	For	For	For
5.a23	Elect Carlos Cesarman Kolteniuk as Alternate Director	Mgmt	For	For	For
5.a24	Elect Humberto Tafolla Nunez as Alternate Director	Mgmt	For	For	For
5.a25	Elect Carlos Phillips Margain as Alternate Director	Mgmt	For	For	For
5.a26	Elect Diego Martinez Rueda-Chapital as Alternate Director	Mgmt	For	For	For
5.b	Elect Hector Avila Flores (Non-Member) as Board Secretary	Mgmt	For	For	For
5.c	Approve Directors Liability and Indemnification	Mgmt	For	For	For
6	Approve Remuneration of Directors	Mgmt	For	For	For

## Grupo Financiero Banorte SAB de CV

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Elect Thomas Stanley Heather Rodriguez as Chairman of Audit and Corporate Practices Committee	Mgmt	For	For	For
8.1	Approve Report on Share Repurchase	Mgmt	For	For	For
8.2	Set Aggregate Nominal Amount of Share Repurchase Reserve	Mgmt	For	For	For
9	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

## Grupo Mexico S.A.B. de C.V.

**Meeting Date:** 04/30/2024      **Country:** Mexico      **Ticker:** GMEXICOB  
**Record Date:** 04/22/2024      **Meeting Type:** Annual  
**Primary Security ID:** P49538112

Shares Voted: 838,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	Against	Against
2	Present Report on Compliance with Fiscal Obligations	Mgmt	For	Against	Against
3	Approve Allocation of Income	Mgmt	For	Against	Against
4	Approve Policy Related to Acquisition of Own Shares; Set Aggregate Nominal Amount of Share Repurchase Reserve	Mgmt	For	Against	Against
5	Approve Discharge of Board of Directors, Executive Chairman and Board Committees	Mgmt	For	For	For
6	Ratify Auditors	Mgmt	For	Against	Against
7	Elect and/or Ratify Directors; Verify Independence of Board Members; Elect or Ratify Chairmen and Members of Board Committees	Mgmt	For	Against	Against
8	Approve Granting/Withdrawal of Powers	Mgmt	For	Against	Against
9	Approve Remuneration of Directors and Members of Board Committees	Mgmt	For	Against	Against
10	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

## Haier Smart Home Co., Ltd.

**Meeting Date:** 06/20/2024      **Country:** China      **Ticker:** 6690  
**Record Date:** 06/12/2024      **Meeting Type:** Annual  
**Primary Security ID:** Y298BN100

Shares Voted: 4,412,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Financial Statements	Mgmt	For	For	For
2	Approve Report on the Work of the Board of Directors	Mgmt	For	For	For
3	Approve Report on the Work of the Board of Supervisors	Mgmt	For	For	For
4	Approve Annual Report and Annual Report Summary	Mgmt	For	For	For
5	Approve Audit Report on the Internal Control	Mgmt	For	For	For
6	Approve Profit Distribution Plan	Mgmt	For	For	For
7	Approve Formulation of the Shareholder Return Plan for the Next Three Years	Mgmt	For	For	For
8	Approve Appointment of PRC Accounting Standards Auditors	Mgmt	For	For	For
9	Approve Appointment of International Accounting Standards Auditors	Mgmt	For	For	For
10	Approve Anticipated Guarantees' Amounts for the Company and its Subsidiaries	Mgmt	For	For	For
11	Approve Conduct of Foreign Exchange Fund Derivatives Business	Mgmt	For	For	For
12	Approve Change of Use and Cancellation of Partial Repurchased Shares	Mgmt	For	For	For
13	Approve Grant of General Mandate to the Board of Directors to Decide to Issue Domestic and Overseas Debt Financing Instruments	Mgmt	For	Against	Against
14	Approve Grant of General Mandate to the Board of Directors on Additional Issuance of A Shares	Mgmt	For	For	For
15	Approve Grant of General Mandate to the Board of Directors on Additional Issuance of H Shares	Mgmt	For	For	For
16	Approve Grant of General Mandate to the Board of Directors on Additional Issuance of D Shares	Mgmt	For	For	For
17	Approve Grant of General Mandate to the Board of Directors to Decide to Repurchase Not More Than 10% of the Total Number of H Shares of the Company in Issue	Mgmt	For	For	For
18	Approve Grant of General Mandate to the Board of Directors to Decide to Repurchase Not More Than 10% of the Total Number of D Shares of the Company in Issue	Mgmt	For	For	For

## Haier Smart Home Co., Ltd.

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
19	Amend Articles of Association	Mgmt	For	Against	Against
20	Amend Rules of Procedure for the General Meeting	Mgmt	For	For	For
21	Amend Rules of Procedure for the Board of Directors	Mgmt	For	For	For
22	Amend Rules of Procedure for the Board of Supervisors	Mgmt	For	For	For
23	Amend Regulations on the Management of Fund Raising	Mgmt	For	For	For
24	Amend Independent Directors System	Mgmt	For	For	For
25	Amend Management System of Entrusted Wealth Management	Mgmt	For	For	For
26	Approve 2024 A Share Core Employee Stock Ownership Plan (Draft) and Its Summary	SH	For	Refer	For
27	Approve 2024 H Share Core Employee Stock Ownership Plan (Draft) and Its Summary	SH	For	Refer	For
28	Approve Adjustment of Directors' Remuneration	SH	For	Refer	For
29	Elect Liu Yongfei as Supervisor	SH	For	Refer	For

## Haier Smart Home Co., Ltd.

**Meeting Date:** 06/20/2024

**Country:** China

**Ticker:** 6690

**Record Date:** 06/12/2024

**Meeting Type:** Special

**Primary Security ID:** Y298BN100

**Shares Voted:** 4,412,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	CLASS MEETING FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Change of Use and Cancellation of Partial Repurchased Shares	Mgmt	For	For	For
2	Approve Grant a General Mandate to the Board of Directors to Decide to Repurchase Not More Than 10% of the Total Number of H Shares of the Company in Issue	Mgmt	For	For	For
3	Approve Grant a General Mandate to the Board of Directors to Decide to Repurchase Not More Than 10% of the Total Number of D Shares of the Company in Issue	Mgmt	For	For	For

Meeting Date: 04/30/2024

Country: Brazil

Ticker: HAPV3

Record Date:

Meeting Type: Annual

Primary Security ID: P5R526106

Shares Voted: 10,754,821

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Fix Number of Directors at Nine or Ten (If a Separate Minority Election of a Member of the Board of Directors Is Requested)	Mgmt	For	For	For
2	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Against	Against
3	Elect Directors	Mgmt	For	Refer	Against
<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>					
4	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	Mgmt	None	Against	Against
	If Voting FOR on Item 5, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt			
5	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Abstain	Abstain
6.1	Percentage of Votes to Be Assigned - Elect Candido Pinheiro Koren de Lima as Director	Mgmt	None	Abstain	Abstain
6.2	Percentage of Votes to Be Assigned - Elect Candido Pinheiro Koren de Lima Junior as Director	Mgmt	None	Abstain	Abstain
6.3	Percentage of Votes to Be Assigned - Elect Jorge Fontoura Pinheiro Koren de Lima as Director	Mgmt	None	Abstain	Abstain
6.4	Percentage of Votes to Be Assigned - Elect Carlos Augusto Leone Piani as Independent Director	Mgmt	None	Abstain	Abstain
6.5	Percentage of Votes to Be Assigned - Elect Jose Luis Camargo Junior as Independent Director	Mgmt	None	Abstain	Abstain
6.6	Percentage of Votes to Be Assigned - Elect Alberto Serrentino as Director	Mgmt	None	Abstain	Abstain
6.7	Percentage of Votes to Be Assigned - Elect Nicola Calicchio Neto as Independent Director	Mgmt	None	Abstain	Abstain
6.8	Percentage of Votes to Be Assigned - Elect Maria Paula Soares Aranha as Independent Director	Mgmt	None	Abstain	Abstain

## Hapvida Participacoes e Investimentos SA

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6.9	Percentage of Votes to Be Assigned - Elect Mauricio Fernandes Teixeira as Director	Mgmt	None	Abstain	Abstain
7	As an Ordinary Shareholder, Would You like to Request a Separate Minority Election of a Member of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Abstain
8	Elect Candido Pinheiro Koren de Lima as Board Chairman	Mgmt	For	Against	Against
9	Approve Classification of Carlos Augusto Leone Piani as Independent Director	Mgmt	For	For	For
10	Approve Classification of Jose Luis Camargo Junior as Independent Director	Mgmt	For	For	For
11	Approve Classification of Nicola Calicchio Neto as Independent Director	Mgmt	For	For	For
12	Approve Classification of Maria Paula Soares Aranha as Independent Director	Mgmt	For	For	For
13	Approve Remuneration of Company's Management	Mgmt	For	For	For
14	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	None	For	For

## Hapvida Participacoes e Investimentos SA

Meeting Date: 06/20/2024

Country: Brazil

Ticker: HAPV3

Record Date:

Meeting Type: Annual

Primary Security ID: P5R526106

Shares Voted: 19,160,021

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2023	Mgmt	For	For	For

## HDFC Bank Ltd.

Meeting Date: 05/03/2024

Country: India

Ticker: 500180

Record Date: 03/29/2024

Meeting Type: Special

Primary Security ID: Y3119P190

Shares Voted: 2,615,228

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Reappointment and Remuneration of Atanu Chakraborty as Part-time Chairman and Independent Director	Mgmt	For	For	For

## HIWIN Technologies Corp.

Meeting Date: 05/31/2024

Country: Taiwan

Ticker: 2049

Record Date: 04/01/2024

Meeting Type: Annual

Primary Security ID: Y3226A102

Shares Voted: 274,594

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Report and Financial Statements	Mgmt	For	For	For
2	Approve Plan on Profit Distribution	Mgmt	For	For	For
3	Approve Amendments to Rules and Procedures Regarding Shareholder's General Meeting	Mgmt	For	For	For

## ICICI Bank Limited

Meeting Date: 05/14/2024

Country: India

Ticker: 532174

Record Date: 04/08/2024

Meeting Type: Special

Primary Security ID: Y3860Z132

Shares Voted: 3,014,439

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Pradeep Kumar Sinha as Director	Mgmt	For	For	For
2	Approve Compensation Payable to Pradeep Kumar Sinha as Non-Executive Part-time Chairman	Mgmt	For	For	For
3	Approve Revision in Compensation in the Form of Fixed Remuneration Payable to the Non-Executive Directors (other than Part-Time Chairman and the Director Nominated by the Government of India)	Mgmt	For	For	For

## ICICI Bank Limited

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Approve Revision in Fixed Remuneration of Girish Chandra Chaturvedi as Non-Executive (Part-Time) Chairman	Mgmt	For	For	For
5	Approve Appointment and Remuneration of Ajay Kumar Gupta as Director and Whole-Time Director (designated as Executive Director)	Mgmt	For	For	For

## Industrial and Commercial Bank of China Limited

**Meeting Date:** 06/28/2024 **Country:** China **Ticker:** 1398  
**Record Date:** 06/21/2024 **Meeting Type:** Annual  
**Primary Security ID:** Y3990B112

Shares Voted: 25,194,369

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Audited Accounts	Mgmt	For	For	For
2	Approve Profit Distribution Plan	Mgmt	For	For	For
3	Approve Relevant Arrangement for Interim Profit Distribution Plan	Mgmt	For	For	For
4	Approve Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve Work Report of the Board of Directors	Mgmt	For	For	For
6	Approve Work Report of the Board of Supervisors	Mgmt	For	For	For
7	Elect Liao Lin as Director	Mgmt	For	For	For
8	Elect Liu Jun as Director	Mgmt	For	For	For
9	Elect Zhong Mantao as Director	SH	For	For	For

## Infosys Limited

**Meeting Date:** 06/26/2024 **Country:** India **Ticker:** 500209  
**Record Date:** 06/19/2024 **Meeting Type:** Annual  
**Primary Security ID:** Y4082C133



Shares Voted: 664,286

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend and Special Dividend	Mgmt	For	For	For
3	Reelect Nandan M. Nilekani as Director	Mgmt	For	Against	Against

## Innovent Biologics, Inc.

Meeting Date: 06/21/2024

Country: Cayman Islands

Ticker: 1801

Record Date: 06/17/2024

Meeting Type: Annual

Primary Security ID: G4818G101

Shares Voted: 2,225,872

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2.1	Elect Qian Zhang as Director	Mgmt	For	For	For
2.2	Elect Shun Lu as Director	Mgmt	For	For	For
2.3	Elect Kaixian Chen as Director	Mgmt	For	For	For
2.4	Elect Joyce I-Yin Hsu as Director	Mgmt	For	For	For
2.5	Elect Shuyun Chen as Director	Mgmt	For	For	For
3	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
4	Approve Deloitte Touche Tohmatsu as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against
8	Adopt Fifteenth Amended and Restated Memorandum and Articles of Association	Mgmt	For	Refer	For

## Innovent Biologics, Inc.

Meeting Date: 06/21/2024

Country: Cayman Islands

Ticker: 1801

Record Date: 06/17/2024

Meeting Type: Extraordinary Shareholders

Primary Security ID: G4818G101

Shares Voted: 2,225,872

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Approve Grant of Restricted Shares to De-Chao Michael Yu Under the 2020 RS Plan	Mgmt	For	For	For
1.2	Authorize Board to Deal with All Matters in Relation to the Grant of Restricted Shares to De-Chao Michael Yu Under the 2020 RS Plan	Mgmt	For	For	For
2.1	Approve Grant of Restricted Shares to Ronald Hao Xi Ede Under the 2020 RS Plan	Mgmt	For	For	For
2.2	Authorize Board to Deal with All Matters in Relation to the Grant of Restricted Shares to Ronald Hao Xi Ede Under the 2020 RS Plan	Mgmt	For	For	For
3.1	Approve Grant of Restricted Shares to Joyce I-Yin Hsu Under the 2020 RS Plan	Mgmt	For	For	For
3.2	Authorize Board to Deal with All Matters in Relation to the Grant of Restricted Shares to Joyce I-Yin Hsu Under the 2020 RS Plan	Mgmt	For	For	For
4.1	Approve Grant of Restricted Shares to Charles Leland Cooney Under the 2020 RS Plan	Mgmt	For	For	For
4.2	Authorize Board to Deal with All Matters in Relation to the Grant of Restricted Shares to Charles Leland Cooney Under the 2020 RS Plan	Mgmt	For	For	For
5.1	Approve Grant of Restricted Shares to Kaixian Chen Under the 2020 RS Plan	Mgmt	For	For	For
5.2	Authorize Board to Deal with All Matters in Relation to the Grant of Restricted Shares to Kaixian Chen Under the 2020 RS Plan	Mgmt	For	For	For
6.1	Approve Grant of Restricted Shares to Gary Zieziula Under the 2020 RS Plan	Mgmt	For	For	For
6.2	Authorize Board to Deal with All Matters in Relation to the Grant of Restricted Shares to Gary Zieziula Under the 2020 RS Plan	Mgmt	For	For	For
7.1	Approve Grant of Restricted Shares to Shuyun Chen Under the 2020 RS Plan	Mgmt	For	For	For
7.2	Authorize Board to Deal with All Matters in Relation to the Grant of Restricted Shares to Shuyun Chen Under the 2020 RS Plan	Mgmt	For	For	For
8.1	Adopt 2024 Share Scheme, Scheme Mandate Limit and Related Transactions	Mgmt	For	For	For
8.2	Adopt Service Provider Sublimit	Mgmt	For	For	For

Meeting Date: 06/24/2024

Country: Taiwan

Ticker: 3293

Record Date: 04/25/2024

Meeting Type: Annual

Primary Security ID: Y41065114

Shares Voted: 169,547

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For
2	Approve Plan on Profit Distribution	Mgmt	For	For	For
3	Approve Amendments to Articles of Association	Mgmt	For	Refer	For
4	Approve the Issuance of New Shares by Capitalization of Profit	Mgmt	For	For	For
	ELECT NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
5.1	Elect KO-CHU LEE, with SHAREHOLDER NO.2 as Non-independent Director	Mgmt	For	Refer	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent; There are no women directors and board has fewer than 10 members</i>				
5.2	Elect PAUL CHIANG, with SHAREHOLDER NO.1 as Non-independent Director	Mgmt	For	Refer	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
5.3	Elect A. C. CHEN, with SHAREHOLDER NO.18 as Non-independent Director	Mgmt	For	Refer	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
5.4	Elect CHING-AN YANG, with SHAREHOLDER NO.117 as Non-independent Director	Mgmt	For	Refer	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
5.5	Elect PETER HSU, with SHAREHOLDER NO.10 as Non-independent Director	Mgmt	For	Refer	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
5.6	Elect PEI-JU CHEN, with SHAREHOLDER NO.575 as Non-independent Director	Mgmt	For	Refer	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
5.7	Elect W. K. TAI, with SHAREHOLDER NO.U120277XXX as Independent Director	Mgmt	For	Refer	For
5.8	Elect CHUN-CHENG SHI, with SHAREHOLDER NO.Q121596XXX as Independent Director	Mgmt	For	Refer	For
5.9	Elect CHIEN-JUNG WANG, with SHAREHOLDER NO.36801 as Independent Director	Mgmt	For	Refer	For
6	Approve Release of Restrictions of Competitive Activities of Directors	Mgmt	For	Refer	For

## Itau Unibanco Holding SA

B.1.a

Meeting Date: 04/23/2024

Country: Brazil

Ticker: ITUB4

Record Date:

Meeting Type: Annual

Primary Security ID: P5968U113

Shares Voted: 1,721,216

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for Preferred Shareholders	Mgmt			
1	As a Preferred Shareholder, Would You like to Request a Separate Minority Election of a Member of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Abstain
2	Elect Igor Barenboim as Fiscal Council Member and Rene Guimaraes Andrich as Alternate Appointed by Preferred Shareholder	SH	None	For	For

## KE Holdings, Inc.

Meeting Date: 06/14/2024

Country: Cayman Islands

Ticker: 2423

Record Date: 05/14/2024

Meeting Type: Annual

Primary Security ID: G5223Y108

Shares Voted: 156,800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2a.1	Elect Director Yongdong Peng	Mgmt	For	Against	Against
2a.2	Elect Director Yigang Shan	Mgmt	For	Against	Against
2a.3	Elect Director Jun Wu	Mgmt	For	For	For
2b	Approve Remuneration of Directors	Mgmt	For	Against	Against
3	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
4	Authorize Share Repurchase Program	Mgmt	For	For	For
5	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against
6	Approve PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For

Meeting Date: 06/13/2024

Country: Cayman Islands

Ticker: 1024

Record Date: 06/06/2024

Meeting Type: Annual

Primary Security ID: G53263102

Shares Voted: 2,169,500

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Elect Cheng Yixiao as Director	Mgmt	For	Against	Against
3	Elect Su Hua as Director	Mgmt	For	Against	Against
4	Elect Zhang Fei as Director	Mgmt	For	Against	Against
5	Elect Xiao Xing as Director	Mgmt	For	For	For
6	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
7	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
8	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
9	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against
10	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
11	Adopt the Thirteenth Amended and Restated Memorandum and Articles of Association and Related Transactions	Mgmt	For	Refer	For

## Kweichow Moutai Co., Ltd.

Meeting Date: 05/29/2024

Country: China

Ticker: 600519

Record Date: 05/20/2024

Meeting Type: Annual

Primary Security ID: Y5070V116

Shares Voted: 102,798

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For
3	Approve Report of the Independent Directors	Mgmt	For	For	For
4	Approve Annual Report and Summary	Mgmt	For	For	For
5	Approve Financial Statements	Mgmt	For	For	For
6	Approve Financial Budget Plan	Mgmt	For	For	For

## Kweichow Moutai Co., Ltd.

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Approve Profit Distribution	Mgmt	For	For	For
8	Approve to Appoint Financial Auditor and Internal Control Auditor	Mgmt	For	For	For
9	Elect Zhang Deqin as Non-independent Director	Mgmt	For	For	For
10	Approve Daily Related Party Transactions	Mgmt	For	Refer	For
11	Amend the Company's Independent Director System	Mgmt	For	Against	Against

## Li Auto Inc.

Meeting Date: 05/31/2024

Country: Cayman Islands

Ticker: 2015

Record Date: 04/26/2024

Meeting Type: Annual

Primary Security ID: G5479M105

Shares Voted: 244,643

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Elect Director Xing Wang	Mgmt	For	For	For
3	Elect Director Zhenyu Jiang	Mgmt	For	For	For
4	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Refer	Against
	<i>Voter Rationale: Proposed issuance request is problematic or for an amount greater than market standard</i>				
6	Authorize Share Repurchase Program	Mgmt	For	For	For
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Refer	Against
	<i>Voter Rationale: Proposed issuance request is problematic or for an amount greater than market standard</i>				
8	Approve PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For

## Li Ning Company Limited

Meeting Date: 06/13/2024

Country: Cayman Islands

Ticker: 2331

Record Date: 06/06/2024

Meeting Type: Annual

Primary Security ID: G5496K124

Shares Voted: 4,474,891

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend and Related Transactions	Mgmt	For	For	For
3.1a	Elect Li Ning as Director	Mgmt	For	For	For
3.1b	Elect Kosaka Takeshi as Director	Mgmt	For	For	For
3.1c	Elect Li Qilin as Director	Mgmt	For	For	For
3.2	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For	For
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For

## Li Ning Company Limited

Meeting Date: 06/13/2024

Country: Cayman Islands

Ticker: 2331

Record Date: 06/06/2024

Meeting Type: Extraordinary Shareholders

Primary Security ID: G5496K124

Shares Voted: 4,474,891

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Adopt 2024 Share Option Scheme	Mgmt	For	For	For
2	Adopt 2024 Share Award Scheme	Mgmt	For	For	For

## Localiza Rent A Car SA

Meeting Date: 04/30/2024

Country: Brazil

Ticker: RENT3

Record Date: 04/25/2024

Meeting Type: Extraordinary Shareholders

Primary Security ID: P6330Z111

Shares Voted: 326,777

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles	Mgmt	For	Refer	For
2	Consolidate Bylaws	Mgmt	For	Refer	For

## Localiza Rent A Car SA

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	In the Event of a Second Call, Can the Voting Instructions Contained in this Proxy Card Be Considered Valid for the Second Call?	Mgmt	None	For	For

## Localiza Rent A Car SA

**Meeting Date:** 04/30/2024      **Country:** Brazil      **Ticker:** RENT3  
**Record Date:** 04/25/2024      **Meeting Type:** Annual  
**Primary Security ID:** P6330Z111

**Shares Voted:** 326,777

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2023	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	For	For	For
4	Fix Number of Fiscal Council Members at Three	Mgmt	For	For	For
	Shareholders Must Vote For Only Three of the Candidates Under Items 5.1 to 5.5	Mgmt			
5.1	Elect Carla Alessandra Trematore as Fiscal Council Member and Eder Carvalho Magalhaes as Alternate	Mgmt	For	Refer	For
5.2	Elect Antonio de Padua Soares Policarpo as Fiscal Council Member and Marcio Jose Soares Lutterbach as Alternate	Mgmt	For	Refer	For
5.3	Elect Juliano Lima Pinheiro as Fiscal Council Member and Marcos Villela Vieira as Alternate	Mgmt	For	Refer	For
5.4	Elect Maria Aparecida Metanias Hallack as Fiscal Council Member and Carolina Luiza Ferreira Antunes Campos De Senna as Alternate	SH	None	Refer	Against
5.5	Elect Guilherme Bottrel Pereira Tostes as Fiscal Council Member and Mauricio Graccho de Severiano Cardoso as Alternate	SH	None	Refer	Against
6	Approve Remuneration of Fiscal Council Members	Mgmt	For	For	For
7	Approve Remuneration of Company's Management	Mgmt	For	For	For



## Localiza Rent A Car SA

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8	In the Event of a Second Call, Can the Voting Instructions Contained in this Proxy Card Be Considered Valid for the Second Call?	Mgmt	None	For	For

## Lojas Renner SA

**Meeting Date:** 04/18/2024      **Country:** Brazil      **Ticker:** LREN3  
**Record Date:**                      **Meeting Type:** Annual  
**Primary Security ID:** P6332C102

**Shares Voted:** 2,348,800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2023	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Fix Number of Directors at Eight	Mgmt	For	For	For
4	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Against	Against
5.1	Elect Osvaldo Burgos Schirmer as Independent Director	Mgmt	For	For	For
5.2	Elect Carlos Fernando Couto de Oliveira Souto as Independent Director	Mgmt	For	For	For
5.3	Elect Fabio de Barros Pinheiro as Independent Director	Mgmt	For	For	For
5.4	Elect Juliana Rozembaum Munemori as Independent Director	Mgmt	For	For	For
5.5	Elect Christiane Almeida Edington as Independent Director	Mgmt	For	For	For
5.6	Elect Jean Pierre Zarouk as Independent Director	Mgmt	For	For	For
5.7	Elect Andre Vitorio Cesar Castellini as Independent Director	Mgmt	For	For	For
5.8	Elect Andrea Cristina de Lima Rolim as Independent Director	Mgmt	For	For	For
	If Voting FOR on Item 6, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt			
6	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Abstain	Abstain

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7.1	Percentage of Votes to Be Assigned - Elect Osvaldo Burgos Schirmer as Independent Director	Mgmt	None	Abstain	Abstain
7.2	Percentage of Votes to Be Assigned - Elect Carlos Fernando Couto de Oliveira Souto as Independent Director	Mgmt	None	Abstain	Abstain
7.3	Elect Fabio de Barros Pinheiro as Independent Director	Mgmt	None	Abstain	Abstain
7.4	Elect Juliana Rozembaum Munemori as Independent Director	Mgmt	None	Abstain	Abstain
7.5	Elect Christiane Almeida Edington as Independent Director	Mgmt	None	Abstain	Abstain
7.6	Elect Jean Pierre Zarouk as Independent Director	Mgmt	None	Abstain	Abstain
7.7	Elect Andre Vitorio Cesar Castellini as Independent Director	Mgmt	None	Abstain	Abstain
7.8	Elect Andrea Cristina de Lima Rolim as Independent Director	Mgmt	None	Abstain	Abstain
8	Approve Remuneration of Company's Management	Mgmt	For	For	For
9	Fix Number of Fiscal Council Members at Three	Mgmt	For	For	For
10.1	Elect Joarez Jose Piccinini as Fiscal Council Member and Roberto Zeller Branchi as Alternate	Mgmt	For	For	For
10.2	Elect Roberto Frota Decourt as Fiscal Council Member and Vanderlei Dominguez da Rosa as Alternate	Mgmt	For	For	For
10.3	Elect Paula Regina Goto as Fiscal Council Member and Adriana Conde Fernandes Gomes as Alternate	Mgmt	For	For	For
11	Approve Remuneration of Fiscal Council Members	Mgmt	For	For	For

## Mankind Pharma Ltd.

Meeting Date: 06/17/2024

Country: India

Ticker: 543904

Record Date: 05/15/2024

Meeting Type: Special

Primary Security ID: Y57688114

Shares Voted: 402,318

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Increase Authorized Share Capital and Amend Memorandum of Association	Mgmt	For	For	For
2	Approve Issuance of Equity, Equity-Linked or Debt Securities without Preemptive Rights	Mgmt	For	For	For

## Mankind Pharma Ltd.

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Approve Enhancement of Limit for the Loan, Guarantee and Investment	Mgmt	For	Refer	For
4	Approve Increase in Borrowing Limit	Mgmt	For	For	For
5	Approve Pledging of Assets for Debt	Mgmt	For	Refer	For

## MediaTek, Inc.

Meeting Date: 05/27/2024

Country: Taiwan

Ticker: 2454

Record Date: 03/28/2024

Meeting Type: Annual

Primary Security ID: Y5945U103

Shares Voted: 470,731

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Report and Financial Statements	Mgmt	For	For	For
2	Approve Profit Distribution	Mgmt	For	For	For
3	Approve Issuance of Restricted Stocks	Mgmt	For	For	For
	ELECT NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
4.1	Elect Ming-Kai Tsai with SHAREHOLDER NO.1 as Non-independent Director	Mgmt	For	Against	Against
4.2	Elect Rick Tsai with SHAREHOLDER NO.374487 as Non-independent Director	Mgmt	For	Against	Against
4.3	Elect Joe Chen with SHAREHOLDER NO.157 as Non-independent Director	Mgmt	For	Against	Against
4.4	Elect Cheng-Yaw Sun with SHAREHOLDER NO.109274 as Non-independent Director	Mgmt	For	Against	Against
4.5	Elect Chung-Yu Wu with SHAREHOLDER NO.1512 as Independent Director	Mgmt	For	For	For
4.6	Elect Peng-Heng Chang with SHAREHOLDER NO.A102501XXX as Independent Director	Mgmt	For	For	For
4.7	Elect Syaru Shirley Lin with SHAREHOLDER NO.A222291XXX as Independent Director	Mgmt	For	For	For
4.8	Elect Yao-Wen Chang with SHAREHOLDER NO.Q121127XXX as Independent Director	Mgmt	For	For	For
5	Approve Release of Restrictions of Competitive Activities of Directors	Mgmt	For	For	For

Meeting Date: 06/14/2024

Country: Cayman Islands

Ticker: 3690

Record Date: 06/07/2024

Meeting Type: Annual

Primary Security ID: G59669104

Shares Voted: 3,174,956

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Elect Wang Xing as Director	Mgmt	For	Refer	For
3	Elect Mu Rongjun as Director	Mgmt	For	Refer	For
4	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights for Class B Shares	Mgmt	For	For	For
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
7	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
8	Amend Existing Articles of Association and Adopt Eighth Amended and Restated Memorandum of Association and Articles of Association	Mgmt	For	Refer	For

## MTN Group Ltd.

Meeting Date: 05/24/2024

Country: South Africa

Ticker: MTN

Record Date: 05/17/2024

Meeting Type: Annual

Primary Security ID: S8039R108

Shares Voted: 2,037,677

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Re-elect Sindi Mabaso-Koyana as Director	Mgmt	For	For	For
2	Re-elect Stanley Miller as Director	Mgmt	For	For	For
3	Re-elect Nkululeko Sowazi as Director	Mgmt	For	Refer	For
4	Elect Tsholofelo Molefe as Director	Mgmt	For	For	For
5	Re-elect Sindi Mabaso-Koyana as Member of the Audit Committee	Mgmt	For	For	For
6	Re-elect Nosipho Molohe as Member of the Audit Committee	Mgmt	For	For	For
7	Re-elect Noluthando Gosa as Member of the Audit Committee	Mgmt	For	For	For
8	Re-elect Vincent Rague as Member of the Audit Committee	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
9	Re-elect Tim Pennington as Member of the Audit Committee	Mgmt	For	For	For
10	Re-elect Nkunku Sowazi as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	For	For
11	Re-elect Stanley Miller as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	For	For
12	Re-elect Lamido Sanusi as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	For	For
13	Re-elect Khotso Mokhele as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	For	For
14	Re-elect Nicky Newton-King as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	For	For
15	Reappoint Ernst and Young Inc as Auditors with Wickus Botha as the Designated Auditor	Mgmt	For	For	For
16	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For	For
17	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For
18	Approve Remuneration Policy	Mgmt	For	Refer	For
19	Approve Remuneration Implementation Report	Mgmt	For	Refer	For
20	Approve Remuneration of Board Local Chairman	Mgmt	For	For	For
21	Approve Remuneration of Board International Chairman	Mgmt	For	For	For
22	Approve Remuneration of Board Local Member	Mgmt	For	For	For
23	Approve Remuneration of Board International Member	Mgmt	For	For	For
24	Approve Remuneration of Board Local Lead Independent Director	Mgmt	For	For	For
25	Approve Remuneration of Board International Lead Independent Director	Mgmt	For	For	For
26	Approve Remuneration of Human Capital and Remuneration Committee Local Chairman	Mgmt	For	For	For
27	Approve Remuneration of Human Capital and Remuneration Committee International Chairman	Mgmt	For	For	For
28	Approve Remuneration of Human Capital and Remuneration Committee Local Member	Mgmt	For	For	For
29	Approve Remuneration of Human Capital and Remuneration Committee International Member	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
30	Approve Remuneration of Social, Ethics and Sustainability Committee Local Chairman	Mgmt	For	For	For
31	Approve Remuneration of Social, Ethics and Sustainability Committee International Chairman	Mgmt	For	For	For
32	Approve Remuneration of Social, Ethics and Sustainability Committee Local Member	Mgmt	For	For	For
33	Approve Remuneration of Social, Ethics and Sustainability Committee International Member	Mgmt	For	For	For
34	Approve Remuneration of Audit Committee Local Chairman	Mgmt	For	For	For
35	Approve Remuneration of Audit Committee International Chairman	Mgmt	For	For	For
36	Approve Remuneration of Audit Committee Local Member	Mgmt	For	For	For
37	Approve Remuneration of Audit Committee International Member	Mgmt	For	For	For
38	Approve Remuneration of Risk Management and Compliance Committee Local Chairman	Mgmt	For	For	For
39	Approve Remuneration of Risk Management and Compliance Committee International Chairman	Mgmt	For	For	For
40	Approve Remuneration of Risk Management and Compliance Committee Local Member	Mgmt	For	For	For
41	Approve Remuneration of Risk Management and Compliance Committee International Member	Mgmt	For	For	For
42	Approve Remuneration of Finance and Investment Committee Local Chairman	Mgmt	For	For	For
43	Approve Remuneration of Finance and Investment Committee International Chairman	Mgmt	For	For	For
44	Approve Remuneration of Finance and Investment Committee Local Member	Mgmt	For	For	For
45	Approve Remuneration of Finance and Investment Committee International Member	Mgmt	For	For	For
46	Approve Remuneration of Ad Hoc Strategy Committee Local Chairman	Mgmt	For	For	For
47	Approve Remuneration of Ad Hoc Strategy Committee International Chairman	Mgmt	For	For	For
48	Approve Remuneration of Ad Hoc Strategy Committee Local Member	Mgmt	For	For	For
49	Approve Remuneration of Ad Hoc Strategy Committee International Member	Mgmt	For	For	For

## MTN Group Ltd.

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
50	Approve Remuneration of Directors Affairs and Corporate Governance Committee Local Chairman	Mgmt	For	For	For
51	Approve Remuneration of Directors Affairs and Corporate Governance Committee International Chairman	Mgmt	For	For	For
52	Approve Remuneration of Directors Affairs and Corporate Governance Committee Local Member	Mgmt	For	For	For
53	Approve Remuneration of Directors Affairs and Corporate Governance Committee International Member	Mgmt	For	For	For
54	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For
55	Approve Financial Assistance to Subsidiaries and Other Related and Inter-related Entities	Mgmt	For	For	For
56	Approve Financial Assistance to Directors, Prescribed Officers and Employee Share Scheme Beneficiaries	Mgmt	For	For	For
57	Approve Financial Assistance to MTN Zakhele Futhi (RF) Limited	Mgmt	For	For	For

## NetEase, Inc.

**Meeting Date:** 06/26/2024

**Country:** Cayman Islands

**Ticker:** 9999

**Record Date:** 05/24/2024

**Meeting Type:** Annual

**Primary Security ID:** G6427A102

**Shares Voted:** 148,601

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1a	Elect William Lei Ding as Director	Mgmt	For	For	For
1b	Elect Alice Yu-Fen Cheng as Director	Mgmt	For	For	For
1c	Elect Grace Hui Tang as Director	Mgmt	For	For	For
1d	Elect Joseph Tze Kay Tong as Director	Mgmt	For	For	For
1e	Elect Michael Man Kit Leung as Director	Mgmt	For	Refer	Against
<i>Voter Rationale: IPs recommend this vote</i>					
2	Ratify Appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as Auditors	Mgmt	For	For	For

## Oil Co. LUKOIL PJSC

## B.1.a

**Meeting Date:** 04/26/2024

**Country:** Russia

**Ticker:** LKOH

**Record Date:** 04/02/2024

**Meeting Type:** Annual

**Primary Security ID:** X6983S100

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report and Financial Statements	Mgmt	For	Do Not Vote	Do Not Vote
2	Approve Allocation of Income and Dividends of RUB 498 per Share	Mgmt	For	Do Not Vote	Do Not Vote
	Elect 9 Directors by Cumulative Voting	Mgmt			
3.1	Elect Viktor Blazheev as Director	Mgmt	None	Do Not Vote	Do Not Vote
3.2	Elect Nataliia Zvereva as Director	Mgmt	None	Do Not Vote	Do Not Vote
3.3	Elect Sergei Kochkurov as Director	Mgmt	None	Do Not Vote	Do Not Vote
3.4	Elect Aleksandr Matytsyn as Director	Mgmt	None	Do Not Vote	Do Not Vote
3.5	Elect Sergei Mikhailov as Director	Mgmt	None	Do Not Vote	Do Not Vote
3.6	Elect Boris Porfirev as Director	Mgmt	None	Do Not Vote	Do Not Vote
3.7	Elect Anatolii Tashkinov as Director	Mgmt	None	Do Not Vote	Do Not Vote
3.8	Elect Liubov Khoba as Director	Mgmt	None	Do Not Vote	Do Not Vote
3.9	Elect Sergei Shatalov as Director	Mgmt	None	Do Not Vote	Do Not Vote
4.1	Approve Remuneration of Directors	Mgmt	For	Do Not Vote	Do Not Vote
4.2	Approve Terms of Remuneration of Newly Elected Directors	Mgmt	For	Do Not Vote	Do Not Vote
5	Ratify JSC Kept as Auditor	Mgmt	For	Do Not Vote	Do Not Vote

## OTP Bank Nyrt

**Meeting Date:** 04/26/2024

**Country:** Hungary

**Ticker:** OTP

**Record Date:** 04/19/2024

**Meeting Type:** Annual

**Primary Security ID:** X60746181

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Members of Vote Counting Committee	Mgmt	For	For	Do Not Vote



Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Elect Keeper of Minutes, Shareholders to Authenticate Minutes	Mgmt	For	For	Do Not Vote
3	Approve Financial Statements, Statutory Reports, and Allocation of Income and Dividends	Mgmt	For	For	Do Not Vote
4	Approve Company's Corporate Governance Statement	Mgmt	For	For	Do Not Vote
5	Approve Discharge of Management Board	Mgmt	For	For	Do Not Vote
6	Approve Auditor and Fix Its Remuneration	Mgmt	For	For	Do Not Vote
7.1	Amend Bylaws by Joint Votes with Regard to Each Section	Mgmt	For	Refer	Do Not Vote
7.2	Amend Bylaws	Mgmt	For	Refer	Do Not Vote
8.1	Approve Remuneration Policy and Authorize Supervisory Board to Define Remuneration Rules in Details	Mgmt	For	Refer	Do Not Vote
8.2	Approve Remuneration Policy	Mgmt	For	Refer	Do Not Vote
9	Approve Remuneration of Management Board, Supervisory Board, and Audit Committee Members	Mgmt	For	For	Do Not Vote
10	Authorize Share Repurchase Program	Mgmt	For	Refer	Do Not Vote

PetroChina Company Limited

Meeting Date: 06/05/2024      Country: China      Ticker: 857  
 Record Date: 05/03/2024      Meeting Type: Annual  
 Primary Security ID: Y6883Q104

Shares Voted: 27,611,653

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Report of the Board of Directors	Mgmt	For	Refer	For
2	Approve Report of the Supervisory Committee	Mgmt	For	For	For
3	Approve Financial Report	Mgmt	For	For	For
4	Approve Profit Distribution Plan	Mgmt	For	For	For
5	Approve Authorization to the Board to Determine Interim Profit Distribution Plan	Mgmt	For	For	For
6	Approve Guarantee Scheme	Mgmt	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Approve PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as Domestic and International Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
8	Elect Zhou Song as Supervisor	SH	For	For	For
9	Approve Grant of General Mandate to the Board to Determine and Deal with the Issue of Debt Financing Instruments	Mgmt	For	Refer	For
10	Amend of Articles of Association and Rules of Procedures of the General Meeting	Mgmt	For	Refer	For

## Petroleo Brasileiro SA

Meeting Date: 04/25/2024

Country: Brazil

Ticker: PETR4

Record Date:

Meeting Type: Annual

Primary Security ID: P78331140

Shares Voted: 741,121

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2023	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Fix Number of Directors at Eleven	Mgmt	For	For	For
4	Elect Directors	Mgmt	For	Against	Against
5	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	Mgmt	None	Against	Against
6	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Against	Against
	If Voting FOR on Item 7, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt			
7	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8.1	Percentage of Votes to Be Assigned - Elect Pietro Adamo Sampaio Mendes as Director	Mgmt	None	Refer	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
8.2	Percentage of Votes to Be Assigned - Elect Jean Paul Terra Prates as Director	Mgmt	None	Refer	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
8.3	Percentage of Votes to Be Assigned - Elect Bruno Moretti as Director	Mgmt	None	Refer	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
8.4	Percentage of Votes to Be Assigned - Elect Benjamin Alves Rabello Filho as Director	Mgmt	None	Refer	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
8.5	Percentage of Votes to Be Assigned - Elect Ivanyra Maura de Medeiros Correia as Independent Director	Mgmt	None	Refer	For
8.6	Percentage of Votes to Be Assigned - Elect Renato Campos Galuppo as Independent Director	Mgmt	None	Refer	For
8.7	Percentage of Votes to Be Assigned - Elect Rafael Ramalho Dubeux as Independent Director	Mgmt	None	Refer	For
8.8	Percentage of Votes to Be Assigned - Elect Vitor Eduardo de Almeida Saback as Director	Mgmt	None	Refer	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
8.9	Percentage of Votes to Be Assigned - Elect Jose Joao Abdalla Filho as Independent Director	SH	None	Refer	For
8.10	Percentage of Votes to Be Assigned - Elect Marcelo Gasparino da Silva as Independent Director	SH	None	Refer	For
9	Approve Classification of Ivanyra Maura de Medeiros Correia as Independent Director	Mgmt	For	For	For
10	Approve Classification of Renato Campos Galuppo as Independent Director	Mgmt	For	For	For
11	Approve Classification of Rafael Ramalho Dubeux as Independent Director	Mgmt	For	For	For
12	Approve Classification of Jose Joao Abdalla Filho as Independent Director	Mgmt	For	For	For
13	Approve Classification of Marcelo Gasparino da Silva as Independent Director	Mgmt	For	For	For
14	Elect Pietro Adamo Sampaio Mendes as Board Chairman	Mgmt	For	Against	Against
15	Fix Number of Fiscal Council Members at Five	Mgmt	For	For	For

## Petroleo Brasileiro SA

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16	Elect Ronaldo Dias as Fiscal Council Member and Ricardo Jose Martins Gimenez as Alternate Appointed by Minority Shareholder	SH	None	Abstain	Abstain
17	Elect Fiscal Council Members	Mgmt	For	For	For
18	In Case One of the Nominees Leaves the Fiscal Council Slate Due to a Separate Minority Election, as Allowed Under Articles 161 and 240 of the Brazilian Corporate Law, May Your Votes Still Be Counted for the Proposed Slate?	Mgmt	None	Against	Against
19	Approve Remuneration of Company's Management, Fiscal Council, and Statutory Advisory Committees	Mgmt	For	Against	Against

## Petroleo Brasileiro SA

**Meeting Date:** 04/25/2024

**Country:** Brazil

**Ticker:** PETR4

**Record Date:**

**Meeting Type:** Extraordinary Shareholders

**Primary Security ID:** P78331140

**Shares Voted:** 741,121

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles 19 and 44	Mgmt	For	Refer	For
2	In the Event of a Second Call, Can the Voting Instructions Contained in this Proxy Card Be Considered Valid for the Second Call?	Mgmt	None	For	For

## Ping An Insurance (Group) Co. of China Ltd.

**Meeting Date:** 05/30/2024

**Country:** China

**Ticker:** 2318

**Record Date:** 05/21/2024

**Meeting Type:** Annual

**Primary Security ID:** Y69790106

**Shares Voted:** 4,372,074

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Supervisory Committee	Mgmt	For	For	For
3	Approve Annual Report and Its Summary	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
5	Approve Profit Distribution Plan and Proposed Declaration and Distribution of Final Dividends	Mgmt	For	For	For
6	Approve Ernst & Young Hua Ming LLP as Auditor of PRC GAAP and Ernst & Young as Auditor of IFRS and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
	ELECT NON-INDEPENDENT DIRECTORS	Mgmt			
7.01	Elect Ma Mingzhe as Director	Mgmt	For	Against	Against
7.02	Elect Xie Yonglin as Director	Mgmt	For	Against	Against
7.03	Elect Michael Guo as Director	Mgmt	For	Against	Against
7.04	Elect Cai Fangfang as Director	Mgmt	For	Against	Against
7.05	Elect Fu Xin as Director	Mgmt	For	Against	Against
7.06	Elect Soopakij Chearavanont as Director	Mgmt	For	Against	Against
7.07	Elect Yang Xiaoping as Director	Mgmt	For	Against	Against
7.08	Elect He Jianfeng as Director	Mgmt	For	Against	Against
7.09	Elect Cai Xun as Director	Mgmt	For	Against	Against
	ELECT SUPERVISORS	Mgmt			
8.01	Elect Zhu Xinrong as Supervisor	Mgmt	For	For	For
8.02	Elect Liew Fui Kiang as Supervisor	Mgmt	For	For	For
8.03	Elect Hung Ka Hai Clement as Supervisor	Mgmt	For	For	For
9	Approve Grant of General Mandate to the Board to issue H Shares	Mgmt	For	For	For
10	Approve Issuance of Debt Financing Instruments	Mgmt	For	Refer	For
11	Amend Articles of Association	Mgmt	For	Against	Against
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
12.01	Elect Ng Sing Yip as Director	Mgmt	For	For	For
12.02	Elect Chu Yiyun as Director	Mgmt	For	For	For
12.03	Elect Liu Hong as Director	Mgmt	For	For	For
12.04	Elect Ng Kong Ping Albert as Director	Mgmt	For	For	For
12.05	Elect Jin Li as Director	Mgmt	For	For	For
12.06	Elect Wang Guangqian as Director	Mgmt	For	For	For

# Powszechna Kasa Oszczedności Bank Polski SA B.1.a

Meeting Date: 06/28/2024

Country: Poland

Ticker: PKO

Record Date: 06/12/2024

Meeting Type: Annual

Primary Security ID: X6919X108

Shares Voted: 1,450,147

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Open Meeting	Mgmt			
2	Elect Meeting Chairman	Mgmt	For	For	For
3	Acknowledge Proper Convening of Meeting	Mgmt			
4	Approve Agenda of Meeting	Mgmt	For	For	For
5	Receive Financial Statements and Management Board Proposal on Allocation of Income	Mgmt			
6	Receive Management Board Report on Group's Operations and Consolidated Financial Statements, and Statutory Reports	Mgmt			
7	Receive Supervisory Board Report	Mgmt			
8	Receive Supervisory Board Report on Remuneration Policy and Compliance with Corporate Governance Principles	Mgmt			
9.a	Approve Financial Statements	Mgmt	For	For	For
9.b	Approve Management Board Report on Company's and Group's Operations; and Report on Expenses Related to Representation, Legal Services, Marketing Services, Public Relations Services, Social Communication Services, and Management Advisory Services	Mgmt	For	For	For
9.c	Approve Consolidated Financial Statements	Mgmt	For	For	For
9.d	Approve Supervisory Board Report	Mgmt	For	For	For
9.e	Resolve Not to Allocate Income from Previous Years	Mgmt	For	For	For
9.f	Approve Allocation of Income and Dividends of PLN 2.59 per Share	Mgmt	For	For	For
10	Approve Remuneration Report	Mgmt	For	Refer	Against
	<i>Voter Rationale: Remuneration disclosure is insufficient; Structure of Remuneration is problematic, and not aligned with shareholder interests</i>				
11.1	Approve Discharge of Dariusz Szwed (Deputy CEO and CEO)	Mgmt	For	For	For
11.2	Approve Discharge of Maciej Brzozowski (Deputy CEO)	Mgmt	For	For	For
11.3	Approve Discharge of Marcin Eckert (Deputy CEO)	Mgmt	For	For	For
11.4	Approve Discharge of Pawel Gruza (Deputy CEO)	Mgmt	For	For	For

# Powszechna Kasa Oszczedności Bank Polski SA B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
11.5	Approve Discharge of Wojciech Iwanicki (Deputy CEO)	Mgmt	For	For	For
11.6	Approve Discharge of Andrzej Kopyrski (Deputy CEO)	Mgmt	For	For	For
11.7	Approve Discharge of Artur Kurcweil (Deputy CEO)	Mgmt	For	For	For
11.8	Approve Discharge of Piotr Mazur (Deputy CEO)	Mgmt	For	For	For
11.9	Approve Discharge of Maks Kraczkowski (Deputy CEO)	Mgmt	For	For	For
11.10	Approve Discharge of Mieczyslaw Krol (Deputy CEO)	Mgmt	For	For	For
12.1	Approve Discharge of Robert Pietryszyn (Supervisory Board Chairman)	Mgmt	For	For	For
12.2	Approve Discharge of Wojciech Jasinski (Supervisory Board Deputy Chairman)	Mgmt	For	For	For
12.3	Approve Discharge of Dominik Kaczmarek (Supervisory Board Secretary)	Mgmt	For	For	For
12.4	Approve Discharge of Mariusz Andrzejewski (Supervisory Board Member)	Mgmt	For	For	For
12.5	Approve Discharge of Andrzej Kisielewicz (Supervisory Board Member)	Mgmt	For	For	For
12.6	Approve Discharge of Rafal Kos (Supervisory Board Member)	Mgmt	For	For	For
12.7	Approve Discharge of Tomasz Kuczur (Supervisory Board Member)	Mgmt	For	For	For
12.8	Approve Discharge of Maciej Lopinski (Supervisory Board Member)	Mgmt	For	For	For
12.9	Approve Discharge of Bogdan Szafranski (Supervisory Board Member)	Mgmt	For	For	For
12.10	Approve Discharge of Agnieszka Winnik-Kalemba (Supervisory Board Member)	Mgmt	For	For	For
12.11	Approve Discharge of Krzysztof Michalski (Supervisory Board Member)	Mgmt	For	For	For
13	Approve Assessment of Suitability of Regulations on Supervisory Board	Mgmt	For	For	For
14	Amend Statute	Mgmt	For	Refer	For
15	Amend Jun. 25, 2015, AGM Re: Shareholders' Consent with Corporate Governance Principles for Supervised Institutions adopted by Polish Financial Supervision Authority	Mgmt	For	For	For
16	Approve Policy on Assessment of Suitability of Supervisory Board Members	Mgmt	For	Refer	For

## Powszechna Kasa Oszczedności Bank Polski SA B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
17	Approve Terms of Assessment of Supervisory Board Suitability	Mgmt	For	Refer	For
18	Amend Remuneration Policy	Mgmt	For	Refer	For
19	Elect Supervisory Board Member	Mgmt	For	Against	Against
20	Approve Collective Suitability of Supervisory Board Members	Mgmt	For	Against	Against
21	Close Meeting	Mgmt			

## PT Telkom Indonesia (Persero) Tbk

**Meeting Date:** 05/03/2024 **Country:** Indonesia **Ticker:** TLKM  
**Record Date:** 04/04/2024 **Meeting Type:** Annual  
**Primary Security ID:** Y71474145

**Shares Voted:** 54,000,460

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report, Financial Statements, Statutory Reports, Report of the Micro and Small Business Funding Program (MSBF), and Discharge of Directors and Commissioners	Mgmt	For	For	For
2	Approve Allocation of Income	Mgmt	For	Against	Against
3	Approve Remuneration of Directors and Commissioners for the Financial Year 2024 and Bonus for the Financial Year 2023	Mgmt	For	Against	Against
4	Appoint Auditors of the Company and the Micro and Small Business Funding Program	Mgmt	For	For	For
5	Approve Changes in the Boards of the Company	Mgmt	For	Against	Against

## PTT Exploration and Production Public Company Limited

**Meeting Date:** 04/01/2024 **Country:** Thailand **Ticker:** PTTEP  
**Record Date:** 02/20/2024 **Meeting Type:** Annual  
**Primary Security ID:** Y7145P157

**Shares Voted:** 3,169,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Acknowledge 2023 Performance Results and 2024 Work Plan	Mgmt			
2	Approve Financial Statements	Mgmt	For	For	For



## PTT Exploration and Production Public Company Limited

B1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Approve Dividend Payment	Mgmt	For	For	For
4	Approve PricewaterhouseCoopers ABAS Ltd. as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve Remuneration of Directors and Sub-Committees	Mgmt	For	For	For
6.1	Elect Krairit Euchukanonchai as Director	Mgmt	For	For	For
6.2	Elect Thongthit Chayakula as Director	Mgmt	For	For	For
6.3	Elect Phongsthorn Thavisin as Director	Mgmt	For	For	For
6.4	Elect Natjaree Anuntasilpa as Director	Mgmt	For	For	For
6.5	Elect Pokkroong Monthatpalin as Director	Mgmt	For	For	For
7	Other Business	Mgmt	For	Against	Against

## Quanta Computer, Inc.

**Meeting Date:** 06/14/2024      **Country:** Taiwan      **Ticker:** 2382  
**Record Date:** 04/15/2024      **Meeting Type:** Annual  
**Primary Security ID:** Y7174J106

Shares Voted: 1,052,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Report and Financial Statements (Including Independent Auditor's Report and Audit Committee's Review Report)	Mgmt	For	For	For
2	Approve Plan on Profit Distribution	Mgmt	For	For	For

## Raia Drogasil SA

**Meeting Date:** 04/17/2024      **Country:** Brazil      **Ticker:** RADL3  
**Record Date:** 04/15/2024      **Meeting Type:** Annual  
**Primary Security ID:** P7942C102

Shares Voted: 1,839,126

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2023	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Approve Remuneration of Company's Management	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Elect Fiscal Council Members	Mgmt	For	For	For
5	In Case One of the Nominees Leaves the Fiscal Council Slate Due to a Separate Minority Election, as Allowed Under Articles 161 and 240 of the Brazilian Corporate Law, May Your Votes Still Be Counted for the Proposed Slate?	Mgmt	None	Against	Against
6	Approve Remuneration of Fiscal Council Members	Mgmt	For	For	For

## Realtek Semiconductor Corp.

Meeting Date: 05/30/2024

Country: Taiwan

Ticker: 2379

Record Date: 03/29/2024

Meeting Type: Annual

Primary Security ID: Y7220N101

Shares Voted: 368,811

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Report and Financial Statements	Mgmt	For	For	For
2	Approve Plan on Profit Distribution	Mgmt	For	For	For
	ELECT NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
3.1	Elect CHIU, SUN-CHIEN, a Representative of UNITED GLORY CO., LTD. with SHAREHOLDER NO.65704 as Non-independent Director	Mgmt	For	Against	Against
3.2	Elect HUANG, YUNG-FANG, a Representative of UNITED GLORY CO., LTD. with SHAREHOLDER NO.65704 as Non-independent Director	Mgmt	For	Against	Against
3.3	Elect YEN, KUANG-YU with SHAREHOLDER NO.36744 as Non-independent Director	Mgmt	For	Against	Against
3.4	Elect NI, SHU-CHING with SHAREHOLDER NO.88 as Non-independent Director	Mgmt	For	Against	Against
3.5	Elect YEH, PO-LEN, a Representative of TAOTECH CO., LTD. with SHAREHOLDER NO.272553 as Non-independent Director	Mgmt	For	Against	Against
3.6	Elect YEH, MING-HAN, a Representative of DEJIA INVESTMENT CO., LTD. with SHAREHOLDER NO.280309, as Non-independent Director	Mgmt	For	Against	Against

## Realtek Semiconductor Corp.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.7	Elect YANG, PAN-CHYR with SHAREHOLDER NO.B100793XXX as Independent Director	Mgmt	For	For	For
3.8	Elect KO, FU-HWA with SHAREHOLDER NO.Y100550XXX as Independent Director	Mgmt	For	For	For
3.9	Elect HSIEH, YIN-CHING with SHAREHOLDER NO.A122644XXX as Independent Director	Mgmt	For	For	For
4	Approve Release of Restrictions of Competitive Activities of Directors and Representatives	Mgmt	For	For	For

## Reliance Industries Ltd.

**Meeting Date:** 06/20/2024      **Country:** India      **Ticker:** 500325  
**Record Date:** 05/17/2024      **Meeting Type:** Special  
**Primary Security ID:** Y72596102

Shares Voted: 1,369,428

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Haigreave Khaitan as Director	Mgmt	For	Against	Against
2	Reelect Yasir Othman H. Al Rumayyan as Director	Mgmt	For	Against	Against
3	Approve Reappointment and Remuneration of P.M.S. Prasad as Whole-Time Director designated as Executive Director	Mgmt	For	For	For
4	Approve Material Related Party Transactions of the Company	Mgmt	For	For	For
5	Approve Material Related Party Transactions of Subsidiaries of the Company	Mgmt	For	For	For

## SABIC Agri-Nutrients Co.

**Meeting Date:** 04/28/2024      **Country:** Saudi Arabia      **Ticker:** 2020  
**Record Date:**      **Meeting Type:** Annual  
**Primary Security ID:** M8T36M107

Shares Voted: 109,300

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Review and Discuss Board Report on Company Operations for FY 2023	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Auditors' Report on Company Financial Statements for FY 2023	Mgmt	For	For	For
3	Review and Discuss Financial Statements and Statutory Reports for FY 2023	Mgmt	For	For	For
4	Ratify Auditors and Fix Their Remuneration for Q2, Q3, and Annual Statement of FY 2024 and Q1 of FY 2025	Mgmt	For	Against	Against
5	Authorize Board to Distribute Interim Dividends Semi Annually or Quarterly for FY 2024	Mgmt	For	For	For
6	Approve Remuneration of Directors of SAR 1,584,110 for FY 2023	Mgmt	For	For	For
7	Amend Board Membership Policy	Mgmt	For	For	For
8	Amend Remuneration Policy of Board Members, Committees, and Senior Executive Management	Mgmt	For	For	For
9	Amend Audit Committee Charter	Mgmt	For	Refer	For
10	Amend Remuneration and Nomination Committee Charter	Mgmt	For	Refer	For
11	Amend Article 3 of Bylaws Re: Corporate Purposes	Mgmt	For	For	For
12	Amend Article 20 of Bylaws Re: Powers of the Board	Mgmt	For	Refer	For
13	Amend Article 22 of Bylaws Re: Powers of Chairman, Vice Chairman, and Company's Secretary	Mgmt	For	For	For
14	Amend Article 48 of Bylaws Re: Distribution of Profit	Mgmt	For	For	For
15	Amend Articles of Bylaws According to the New Companies' Law, and Rearranging and Renumbering the Articles of Bylaws	Mgmt	For	Refer	For
16	Approve the Transfer of Statutory Reserve Balance of SAR 1,428,106,212 as Stated in Financial Statement of 31/12/2023 to the Voluntary Reserve, to Enhance Company's Financial Solvency	Mgmt	For	For	For
17	Approve Discharge of Directors for FY 2023	Mgmt	For	For	For

## Saudi National Bank

Meeting Date: 05/01/2024

Country: Saudi Arabia

Ticker: 1180

Record Date:

Meeting Type: Annual

Primary Security ID: M7S2CL107

Shares Voted: 2,620,856

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Review and Discuss Board Report on Company Operations for FY 2023	Mgmt	For	For	For
2	Review and Discuss Financial Statements and Statutory Reports for FY 2023	Mgmt	For	For	For
3	Approve Auditors' Report on Company Financial Statements for FY 2023	Mgmt	For	For	For
4	Approve Interim Dividends of SAR 0.90 per Share for the Second Half of FY 2023	Mgmt	For	For	For
5	Approve Remuneration of Directors of SAR 10,042,042 for FY 2023	Mgmt	For	For	For
6	Approve Remuneration of Audit Committee of SAR 1,117,671 for FY 2023	Mgmt	For	For	For
7	Approve Discharge of Directors for FY 2023	Mgmt	For	For	For
8	Amend Remuneration and Annual Compensations Policy of Board Members and Its Committees	Mgmt	For	Refer	For
9	Approve Related Party Transactions with Arabian Internet and Communications Services Company Re: Renewal Contract of Bulk SMS Service for FY 2023	Mgmt	For	For	For
10	Approve Related Party Transactions with Arabian Internet and Communications Services Company Re: Renewal Contract of Bulk SMS Service for FY 2024 and FY 2025	Mgmt	For	For	For
11	Approve Related Party Transactions with Etihad Etisalat Company Re: Renewal of Mobily Data Circuits links and DWDH Services	Mgmt	For	For	For
12	Approve Related Party Transactions with Etihad Etisalat Company Re: Mobily Data Link and DDA Link Services for Unpaid Invoice for 2021 and 2022	Mgmt	For	For	For
13	Approve Related Party Transactions with ELM Information Security Company Re: Customer Fingerprint Verification Services for FY 2023	Mgmt	For	For	For
14	Approve Related Party Transactions with ELM Information Security Company Re: Yakeen Service for FY 2023	Mgmt	For	For	For
15	Approve Related Party Transactions with ELM Information Security Company Re: Mobile Verification Services Tahaquq for FY 2023	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16	Approve Related Party Transactions with ELM Information Security Company Re: Renewing the Services of Tahaquq, Customer Fingerprint Verification, Yakeen, and Natheer for FY 2024	Mgmt	For	For	For
17	Approve Related Party Transactions with ELM Information Security Company Re: Additional Fees for the Services of Tahaquq, Yakeen, and Fingerprint Verification for FY 2023	Mgmt	For	For	For
18	Approve Related Party Transactions with Saudi Accenture Re: Additional Business Contract for SNB-DV Digital Enablers Project	Mgmt	For	For	For
19	Approve Related Party Transactions with National Security Services Company Re: Multi Banks Cash Center for FY 2023	Mgmt	For	For	For
20	Approve Related Party Transactions with Bupa Arabia for Cooperative Insurance Company Re: Annual Medical Insurance Contract for FY 2024	Mgmt	For	For	For
21.1	Elect Saeed Al Ghamdi as Director	Mgmt	None	Abstain	Abstain
21.2	Elect Yazeed Al Humayid as Director	Mgmt	None	Abstain	Abstain
21.3	Elect Huda Ghusn as Director	Mgmt	None	Abstain	Abstain
21.4	Elect Ziyad Al Tunisi as Director	Mgmt	None	Abstain	Abstain
21.5	Elect Abdullah Al Ruwees as Director	Mgmt	None	Abstain	Abstain
21.6	Elect Ibraheem Al Muaajil as Director	Mgmt	None	Abstain	Abstain
21.7	Elect Rashid Shareef as Director	Mgmt	None	Abstain	Abstain
21.8	Elect Deemah Al Yahya as Director	Mgmt	None	Abstain	Abstain
21.9	Elect Faysal Al Saqaf as Director	Mgmt	None	Abstain	Abstain
21.10	Elect Bileehid Al Bileehid as Director	Mgmt	None	Abstain	Abstain
21.11	Elect Abdulrahman Al Issa as Director	Mgmt	None	Abstain	Abstain
21.12	Elect Abdulrahman Al Yamani as Director	Mgmt	None	Abstain	Abstain
21.13	Elect Amr Kurdi as Director	Mgmt	None	Abstain	Abstain
21.14	Elect Ahmed Khoqeer as Director	Mgmt	None	Abstain	Abstain
21.15	Elect Tariq Al Sadhan as Director	Mgmt	None	Abstain	Abstain
21.16	Elect Musaid Al Awhali as Director	Mgmt	None	Abstain	Abstain
21.17	Elect Fahd Al Samari as Director	Mgmt	None	Abstain	Abstain
21.18	Elect Abdulazeez Al Bakr as Director	Mgmt	None	Abstain	Abstain
21.19	Elect Khalid Al Khataf as Director	Mgmt	None	Abstain	Abstain
21.20	Elect Basmah Al Tuweejri as Director	Mgmt	None	Abstain	Abstain

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
21.21	Elect Abdulwahab Abou Kweek as Director	Mgmt	None	Abstain	Abstain
21.22	Elect Sami Al Babteen as Director	Mgmt	None	Abstain	Abstain
21.23	Elect Mohammed Al Raml as Director	Mgmt	None	Abstain	Abstain
22	Elect Members of Audit Committee	Mgmt	For	Against	Against
23	Authorize Board to Distribute Interim Dividends Semi Annually or Quarterly for FY 2024	Mgmt	For	For	For
24	Approve Authorization of the Board Regarding Future Related Party Transactions According to Paragraph 1 of Article 27 of Companies Law	Mgmt	For	For	For
25	Amend Articles of Bylaws According to the New Companies' Law	Mgmt	For	Refer	For

## Sberbank Russia PJSC

Meeting Date: 06/21/2024

Country: Russia

Ticker: SBER

Record Date: 05/27/2024

Meeting Type: Annual

Primary Security ID: X76317100

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report	Mgmt			
2	Approve Allocation of Income and Dividends of RUB 33.30 per Preferred Share and RUB 33.30 per Ordinary Share	Mgmt			
3	Ratify TSATR - Audit Services LLC as Auditor	Mgmt			
	Elect 14 Directors by Cumulative Voting	Mgmt			
4.1	Elect Aleksandr Auzan as Director	Mgmt			
4.2	Elect Aleksandr Vediakhin as Director	Mgmt			
4.3	Elect Herman Gref as Director	Mgmt			
4.4	Elect Nikolai Kudriavtsev as Director	Mgmt			
4.5	Elect Aleksandr Kuleshov as Director	Mgmt			
4.6	Elect Mikhail Kovalchuk as Director	Mgmt			
4.7	Elect Vladimir Kolychev as Director	Mgmt			
4.8	Elect Gennadii Melikian as Director	Mgmt			
4.9	Elect Maksim Oreshkin as Director	Mgmt			
4.10	Elect Anton Siluanov as Director	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.11	Elect Alevtina Chernikova as Director	Mgmt			
4.12	Elect Dmitrii Chernyshenko as Director	Mgmt			
4.13	Elect Sergei Shvetsov as Director	Mgmt			
4.14	Elect Irina Shitkina as Director	Mgmt			
5	Approve Related-Party Transaction Re: Insurance Policy	Mgmt			

## Shenzhen Inovance Technology Co., Ltd.

Meeting Date: 05/17/2024

Country: China

Ticker: 300124

Record Date: 05/10/2024

Meeting Type: Annual

Primary Security ID: Y7744Z101

Shares Voted: 774,100

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report and Summary	Mgmt	For	For	For
2	Approve Report of the Board of Directors	Mgmt	For	For	For
3	Approve Report of the Board of Supervisors	Mgmt	For	For	For
4	Approve Profit Distribution	Mgmt	For	For	For
5	Approve to Appoint Auditor	Mgmt	For	For	For
6	Approve Completion of Raised Funds Investment Projects and Use of Remaining Funds to Replenish Working Capital	Mgmt	For	For	For
7	Approve Completion of Raised Funds Investment Projects by Issuance of Shares and Use of Remaining Funds to Replenish Working Capital	Mgmt	For	For	For
8	Approve Spin-off of Subsidiary on ChiNext in Accordance with Relevant Laws and Regulations	Mgmt	For	Refer	For
9	Approve Plan on Spin-off of Subsidiary to be Listed on ChiNext	Mgmt	For	Refer	For
10	Approve Spin-off of Subsidiary to be Listed on ChiNext	Mgmt	For	Refer	For
11	Approve Report on the Spin-off of Subsidiary is in Compliance with the Rules for Spin-off of Listed Companies (Trial)	Mgmt	For	Refer	For
12	Approve Listing to Safeguard the Legitimate Rights and Interests of Shareholders and Creditors	Mgmt	For	Refer	For
13	Approve Company's Maintaining Independence and Continuous Operation Ability	Mgmt	For	Refer	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
14	Approve Corresponding Standard Operation Ability	Mgmt	For	Refer	For
15	Approve Completeness and Compliance of Implementation of Legal Proceedings of the Transactions and Validity of the Submitted Legal Documents Regarding this Transaction	Mgmt	For	Refer	For
16	Approve Background and Purpose, Commercial Rationality, Necessity and Feasibility Analysis of this Transaction	Mgmt	For	Refer	For
17	Approve Authorization of Board to Handle All Related Matters	Mgmt	For	Refer	For
	AMEND ARTICLES OF ASSOCIATION AND OTHER GOVERNANCE SYSTEMS	Mgmt			
18.1	Approve Amendments to Articles of Association	Mgmt	For	Refer	For
18.2	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	Against	Against
18.3	Amend Working System for Independent Directors	Mgmt	For	Against	Against
18.4	Amend Accounting Firm Selection System	Mgmt	For	Against	Against
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
19.1	Elect Zhu Xingming as Director	Mgmt	For	Against	Against
19.2	Elect Li Juntian as Director	Mgmt	For	Against	Against
19.3	Elect Zhou Bin as Director	Mgmt	For	Against	Against
19.4	Elect Liu Yuchuan as Director	Mgmt	For	Against	Against
19.5	Elect Song Junen as Director	Mgmt	For	Against	Against
19.6	Elect Yang Chunlu as Director	Mgmt	For	Against	Against
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
20.1	Elect Zhang Taowei as Director	Mgmt	For	For	For
20.2	Elect Zhao Jinlin as Director	Mgmt	For	For	For
20.3	Elect Huang Pei as Director	Mgmt	For	For	For
	ELECT SUPERVISORS VIA CUMULATIVE VOTING	Mgmt			
21.1	Elect Bai Ziping as Supervisor	Mgmt	For	For	For
21.2	Elect Tang Zhuxue as Supervisor	Mgmt	For	For	For

# Shenzhen Mindray Bio-Medical Electronics Co., Ltd. a

Meeting Date: 05/17/2024

Country: China

Ticker: 300760

Record Date: 05/10/2024

Meeting Type: Annual

Primary Security ID: Y774E3101

Shares Voted: 534,186

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For
3	Approve Financial Statements	Mgmt	For	For	For
4	Approve Profit Distribution	Mgmt	For	For	For
5	Approve Authorization for the Board of Directors to Formulate an Interim Distribution Plan	Mgmt	For	For	For
6	Approve Annual Report and Summary	Mgmt	For	For	For
7	Approve Sustainability Report	Mgmt	For	For	For
	AMEND ARTICLES OF ASSOCIATION AND SOME GOVERNANCE SYSTEMS	Mgmt			
8.1	Approve Amendments to Articles of Association	Mgmt	For	Refer	For
8.2	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	For	For
8.3	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	For	For
8.4	Amend System for Providing External Guarantees	Mgmt	For	For	For
8.5	Amend Decision-making System for Related-Party Transaction	Mgmt	For	For	For
8.6	Amend Working System for Independent Directors	Mgmt	For	For	For
8.7	Amend Remuneration Management System for Directors, Supervisors and Senior Management Members	Mgmt	For	For	For

# Shenzhen Mindray Bio-Medical Electronics Co., Ltd.

Meeting Date: 06/12/2024

Country: China

Ticker: 300760

Record Date: 06/05/2024

Meeting Type: Special

Primary Security ID: Y774E3101

Shares Voted: 534,186

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve to Appoint Auditor	Mgmt	For	For	For

# Sinotruk (Hong Kong) Limited

## B.1.a

**Meeting Date:** 06/28/2024

**Country:** Hong Kong

**Ticker:** 3808

**Record Date:** 06/24/2024

**Meeting Type:** Annual

**Primary Security ID:** Y8014Z102

**Shares Voted:** 10,802,910

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For
3A	Elect Liu Zhengtao as Director	Mgmt	For	For	For
3B	Elect Li Xia as Director	Mgmt	For	For	For
3C	Elect Cheng Guangxu as Director	Mgmt	For	Against	Against
3D	Elect Wang Dengfeng as Director	Mgmt	For	For	For
3E	Elect Zhao Hang as Director	Mgmt	For	For	For
3F	Elect Lyu Shousheng as Director	Mgmt	For	Against	Against
3G	Elect Zhang Zhong as Director	Mgmt	For	Against	Against
3H	Elect Liu Xiaolun as Director	Mgmt	For	For	For
3I	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
4	Approve KPMG as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve Supplemental Agreement to the 2026 CNHTC Sale of Goods Agreement and Revised Annual Caps	Mgmt	For	For	For
6	Approve Supplemental Agreement to the 2026 CNHTC Purchase of Goods Agreement and Revised Annual Caps	Mgmt	For	For	For

# Standard Bank Group Ltd.

**Meeting Date:** 06/10/2024

**Country:** South Africa

**Ticker:** SBK

**Record Date:** 05/31/2024

**Meeting Type:** Annual

**Primary Security ID:** S80605140

**Shares Voted:** 993,742

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Re-elect Paul Cook as Director	Mgmt	For	For	For
1.2	Re-elect Martin Oduor-Otieno as Director	Mgmt	For	Refer	For
1.3	Elect Sola David-Borha as Director	Mgmt	For	For	For
2.1	Re-elect Lwazi Bam as Member of the Audit Committee	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.2	Re-elect Trix Kennealy as Member of the Audit Committee	Mgmt	For	For	For
2.3	Re-elect Nomgando Matyumza as Member of the Audit Committee	Mgmt	For	For	For
2.4	Re-elect Martin Oduor-Otieno as Member of the Audit Committee	Mgmt	For	For	For
3.1	Reappoint PricewaterhouseCoopers Incorporated as Auditors	Mgmt	For	For	For
3.2	Appoint Ernst & Young Incorporated as Auditors	Mgmt	For	For	For
4	Place Authorised but Unissued Non-redeemable Preference Shares under Control of Directors	Mgmt	For	Refer	For
5	Place Authorised but Unissued Ordinary Shares under Control of Directors	Mgmt	For	For	For
6	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For
7.1	Approve Remuneration Policy	Mgmt	For	Refer	For
7.2	Approve Remuneration Implementation Report	Mgmt	For	Refer	For
8.1	Approve Fees of Chairman	Mgmt	For	For	For
8.2	Approve Fees of Directors	Mgmt	For	For	For
8.3	Approve Fees of International Directors	Mgmt	For	For	For
8.4.1	Approve Fees of the Audit Committee Chairman	Mgmt	For	For	For
8.4.2	Approve Fees of the Audit Committee Members	Mgmt	For	For	For
8.5.1	Approve Fees of the Directors' Affairs Committee Members	Mgmt	For	For	For
8.6.1	Approve Fees of the Remuneration Committee Chairman	Mgmt	For	For	For
8.6.2	Approve Fees of the Remuneration Committee Members	Mgmt	For	For	For
8.7.1	Approve Fees of the Risk and Capital Management Committee Chairman	Mgmt	For	For	For
8.7.2	Approve Fees of the Risk and Capital Management Committee Members	Mgmt	For	For	For
8.8.1	Approve Fees of the Social, Ethics and Sustainability Committee Chairman	Mgmt	For	For	For
8.8.2	Approve Fees of the Social, Ethics and Sustainability Committee Members	Mgmt	For	For	For
8.9.1	Approve Fees of the Information Technology Committee Chairman	Mgmt	For	For	For
8.9.2	Approve Fees of the Information Technology Committee Members	Mgmt	For	For	For
8.10a	Approve Fees of the Model Approval Committee Chairman	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8.10b	Approve Fees of the Model Approval Committee Members	Mgmt	For	For	For
8.11	Approve Fees of the Large Exposure Credit Committee Members	Mgmt	For	For	For
8.12	Approve Fees of the Ad Hoc Committee Members	Mgmt	For	For	For
9	Authorise Repurchase of Issued Ordinary Share Capital	Mgmt	For	For	For
10	Authorise Repurchase of Issued Preference Share Capital	Mgmt	For	For	For
11	Approve Financial Assistance to Related or Inter-related Companies	Mgmt	For	For	For

## Suzano SA

Meeting Date: 04/25/2024

Country: Brazil

Ticker: SUZB3

Record Date:

Meeting Type: Extraordinary Shareholders

Primary Security ID: P8T20U187

Shares Voted: 420,500

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Performance Share Plan	Mgmt	For	Against	Against
2	Approve Phantom Share Plan	Mgmt	For	Against	Against
3	Authorize Capitalization of Reserves Without Issuance of Shares	Mgmt	For	For	For
4	Amend Article 5 to Reflect Changes in Capital and Consolidate Bylaws	Mgmt	For	For	For
5	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

## Suzano SA

Meeting Date: 04/25/2024

Country: Brazil

Ticker: SUZB3

Record Date:

Meeting Type: Annual

Primary Security ID: P8T20U187

Shares Voted: 420,500

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Management Statements for Fiscal Year Ended Dec. 31, 2023	Mgmt	For	For	For
2	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2023	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Approve Allocation of Income and Dividends	Mgmt	For	For	For
4	Fix Number of Directors at Nine	Mgmt	For	For	For
5	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Against	Against
6	Elect Directors	Mgmt	For	Against	Against
7	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	Mgmt	None	Against	Against
	If Voting FOR on Item 8, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt			
8	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Abstain	Abstain
9.1	Percentage of Votes to Be Assigned - Elect David Feffer as Director	Mgmt	None	Abstain	Abstain
9.2	Percentage of Votes to Be Assigned - Elect Daniel Feffer as Director	Mgmt	None	Abstain	Abstain
9.3	Percentage of Votes to Be Assigned - Elect Nildemar Secches as Director	Mgmt	None	Abstain	Abstain
9.4	Percentage of Votes to Be Assigned - Elect Gabriela Feffer Moll as Director	Mgmt	None	Abstain	Abstain
9.5	Percentage of Votes to Be Assigned - Elect Maria Priscila Rodini Vansetti Machado as Independent Director	Mgmt	None	Abstain	Abstain
9.6	Percentage of Votes to Be Assigned - Elect Paulo Rogerio Caffarelli as Independent Director	Mgmt	None	Abstain	Abstain
9.7	Percentage of Votes to Be Assigned - Elect Paulo Sergio Kakinoff as Independent Director	Mgmt	None	Abstain	Abstain
9.8	Percentage of Votes to Be Assigned - Elect Rodrigo Calvo Galindo as Independent Director	Mgmt	None	Abstain	Abstain
9.9	Percentage of Votes to Be Assigned - Elect Walter Schalka as Director	Mgmt	None	Abstain	Abstain
10	As an Ordinary Shareholder, Would You like to Request a Separate Minority Election of a Member of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Abstain
11	Elect David Feffer as Board Chairman	Mgmt	For	Against	Against
12	Elect Daniel Feffer as Vice-Chairman	Mgmt	For	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
13	Elect Nildemar Secches as Vice-Chairman	Mgmt	For	Against	Against
14	Approve Classification of Maria Priscila Rodini Vansetti Machado, Paulo Rogerio Caffarelli, Paulo Sergio Kakinoff and Rodrigo Calvo Galindo as Independent Directors	Mgmt	For	For	For
15	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	None	For	For
16	Fix Number of Fiscal Council Members at Three	Mgmt	For	For	For
17.1	Elect Luiz Augusto Marques Paes as Fiscal Council Member and Luciano Douglas Colauto as Alternate	Mgmt	For	For	For
17.2	Elect Rubens Barletta as Fiscal Council Member and Roberto Figueiredo Mello as Alternate	Mgmt	For	For	For
18	Elect Eraldo Soares Pecanha as Fiscal Council Member and Kurt Janos Toth as Alternate Appointed by Minority Shareholder	SH	None	Abstain	Abstain
19	Approve Remuneration of Company's Management and Fiscal Council	Mgmt	For	Refer	Against

*Voter Rationale: Remuneration disclosure is insufficient; Structure of Remuneration is problematic, and not aligned with shareholder interests*

## Taiwan Semiconductor Manufacturing Co., Ltd.

**Meeting Date:** 06/04/2024

**Country:** Taiwan

**Ticker:** 2330

**Record Date:** 04/03/2024

**Meeting Type:** Annual

**Primary Security ID:** Y84629107

**Shares Voted:** 10,945,239

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For
2	Approve Amendments to Articles of Association	Mgmt	For	Refer	For
3	Approve Issuance of Restricted Stocks	Mgmt	For	For	For
	ELECT NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
4.1	Elect C.C. Wei, with SHAREHOLDER NO.370885, as Non-Independent Director	Mgmt	For	For	For
4.2	Elect F.C. Tseng, with SHAREHOLDER NO.104, as Non-Independent Director	Mgmt	For	For	For

## Taiwan Semiconductor Manufacturing Co., Ltd. B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.3	Elect Ming Hsin Kung, a REPRESENTATIVE of National Development Fund, Executive Yuan, with SHAREHOLDER NO.1, as Non-Independent Director	Mgmt	For	Against	Against
4.4	Elect Sir Peter L. Bonfield, with SHAREHOLDER NO.577470XXX, as Independent Director	Mgmt	For	For	For
4.5	Elect Michael R. Splinter, with SHAREHOLDER NO.674701XXX, as Independent Director	Mgmt	For	For	For
4.6	Elect Moshe N. Gavrilov, with SHAREHOLDER NO.A04480XXX, as Independent Director	Mgmt	For	For	For
4.7	Elect L. Rafael Reif, with SHAREHOLDER NO.545784XXX, as Independent Director	Mgmt	For	For	For
4.8	Elect Ursula M. Burns, with SHAREHOLDER NO.568069XXX, as Independent Director	Mgmt	For	For	For
4.9	Elect Lynn L. Elsenhans, with SHAREHOLDER NO.561527XXX, as Independent Director	Mgmt	For	For	For
4.10	Elect Chuan Lin, with SHAREHOLDER NO.550387, as Independent Director	Mgmt	For	For	For

## Tata Consultancy Services Limited

**Meeting Date:** 05/31/2024

**Country:** India

**Ticker:** 532540

**Record Date:** 05/24/2024

**Meeting Type:** Annual

**Primary Security ID:** Y85279100

**Shares Voted:** 161,187

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Confirm Interim Dividend and Declare Final Dividend	Mgmt	For	For	For
3	Reelect N Chandrasekaran as Director	Mgmt	For	Against	Against
4	Approve Material Related Party Transactions with Identified Subsidiaries of Promoter Company and/ or their Subsidiaries	Mgmt	For	For	For
5	Approve Material Related Party Transactions with Tejas Networks Limited	Mgmt	For	For	For
6	Approve Material Related Party Transactions with Tata Motors Limited, Jaguar Land Rover Limited and/or their Identified Subsidiaries	Mgmt	For	For	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Approve Material Related Party Transactions with Tata Consultancy Services Japan, Ltd.	Mgmt	For	For	For

## Tata Steel Limited

Meeting Date: 04/27/2024

Country: India

Ticker: 500470

Record Date: 03/22/2024

Meeting Type: Special

Primary Security ID: Y8547N220

Shares Voted: 3,807,893

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Material Related Party Transactions with Neelachal Ispat Nigam Ltd	Mgmt	For	For	For
2	Approve Material Related Party Transactions with Neelachal Ispat Nigam Ltd - Financial Transaction	Mgmt	For	For	For
3	Approve Material Related Party Transactions with The Indian Steel & Wire Products Ltd - Operational Transaction	Mgmt	For	For	For
4	Approve Material Related Party Transactions with The Indian Steel & Wire Products Ltd - Financial Transaction	Mgmt	For	For	For
5	Approve Material Related Party Transactions with Tata BlueScope Steel Private Limited	Mgmt	For	For	For
6	Approve Material Related Party Transactions with Jamshedpur Continuous Annealing & Processing Company Private Limited	Mgmt	For	For	For
7	Approve Material Related Party Transactions with TM International Logistics Limited	Mgmt	For	For	For
8	Approve Material Related Party Transactions with Tata Capital Limited	Mgmt	For	For	For
9	Approve Material Related Party Transactions with Tata International Limited	Mgmt	For	For	For
10	Approve Material Related Party Transactions with Tata Projects Limited	Mgmt	For	For	For
11	Approve Material Related Party Transactions with Tata International Singapore Pte. Limited	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
12	Approve Material Related Party Transactions with The Tata Power Company Limited and its Ancillary Entities, Third Parties	Mgmt	For	For	For
13	Approve Material Related Party Transactions with Tata Motors Limited and Poshs Metal Industries Private Limited / Ancillary Entities of Tata Motors Limited, Third Party Entities	Mgmt	For	For	For
14	Approve Material Related Party Transactions between Neelachal Ispat Nigam Ltd and T S Global Procurement Company Pte. Ltd.	Mgmt	For	For	For
15	Approve Material Related Party Transactions between T S Global Holdings Pte. Ltd. and Tata Steel Minerals Canada Limited	Mgmt	For	For	For
16	Approve Material Related Party Transactions between T S Global Procurement Company Pte. Ltd. and Tata NYK Shipping Pte. Ltd.	Mgmt	For	For	For
17	Approve Material Related Party Transactions between Tata Steel IJmuiden BV, wholly owned subsidiary of Tata Steel Limited and Wupperman Staal Nederland B.V.	Mgmt	For	For	For
18	Approve Material Related Party Transactions between Tata Steel Downstream Products Limited and Tata Capital Limited	Mgmt	For	For	For
19	Approve Material Related Party Transactions between Tata Steel Downstream Products Limited and Tata Motors Limited	Mgmt	For	For	For
20	Approve Material Related Party Transactions between T S Global Procurement Company Pte. Ltd. and Tata International Singapore Pte. Limited	Mgmt	For	For	For
21	Approve Material Related Party Transactions between Tata Steel Minerals Canada Limited to benefit Tata Steel UK Limited	Mgmt	For	For	For

## Tencent Holdings Limited

Meeting Date: 05/14/2024

Country: Cayman Islands

Ticker: 700

Record Date: 05/08/2024

Meeting Type: Annual

Primary Security ID: G87572163

Shares Voted: 3,244,624

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For
3a	Elect Charles St Leger Searle as Director	Mgmt	For	For	For
3b	Elect Ke Yang as Director	Mgmt	For	For	For
3c	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
7	Amend Third Amended and Restated Memorandum of Association and Articles of Association and Adopt Fourth Amended and Restated Memorandum of Association and Articles of Association	Mgmt	For	Refer	For

## Unimicron Technology Corp.

Meeting Date: 05/31/2024

Country: Taiwan

Ticker: 3037

Record Date: 04/01/2024

Meeting Type: Annual

Primary Security ID: Y90668107

Shares Voted: 1,644,041

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For
2	Approve Plan on Profit Distribution	Mgmt	For	For	For
3	Approve Release of Restrictions of Competitive Activities of Directors	Mgmt	For	For	For

## Vale SA

Meeting Date: 04/26/2024

Country: Brazil

Ticker: VALE3

Record Date:

Meeting Type: Annual

Primary Security ID: P9661Q155

Shares Voted: 336,737

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2023	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3.1	Elect Paulo Clovis Ayres Filho as Fiscal Council Member and Guilherme Jose de Vasconcelos Cerqueira as Alternate Appointed by Cosan Oito S.A.	SH	None	Refer	For
3.2	Elect Marcio de Souza as Fiscal Council Member and Ana Maria Loureiro Recart as Alternate Appointed by Caixa de Previdencia dos Funcionarios do Banco do Brasil - Previ	SH	None	Refer	For
3.3	Elect Raphael Manhaes Martins as Fiscal Council Member and Jandaraci Ferreira de Araujo as Alternate Appointed by Geracao L. Par and Others	SH	None	Refer	For
3.4	Elect Heloisa Belotti Bedicks as Fiscal Council Member and Adriana Andrade Sole as Alternate Appointed by Geracao L. Par and Others	SH	None	Refer	For
4	Approve Remuneration of Company's Management and Fiscal Council	Mgmt	For	For	For

## Vale SA

Meeting Date: 04/26/2024

Country: Brazil

Ticker: VALE3

Record Date:

Meeting Type: Extraordinary Shareholders

Primary Security ID: P9661Q155

Shares Voted: 336,737

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Agreement to Absorb Florestas Rio Doce S.A. (FRD)	Mgmt	For	Refer	For
2	Ratify Macso Legate Auditores Independentes as Independent Firm to Appraise Proposed Transaction	Mgmt	For	Refer	For
3	Approve Independent Firm's Appraisal	Mgmt	For	Refer	For
4	Approve Absorption of FRD	Mgmt	For	Refer	For

Meeting Date: 04/26/2024

Country: Brazil

Ticker: VALE3

Record Date: 03/25/2024

Meeting Type: Annual/Special

Primary Security ID: P9661Q155

Shares Voted: 851,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
	Annual Meeting Agenda	Mgmt			
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2023	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3.1	Elect Paulo Clovis Ayres Filho as Fiscal Council Member and Guilherme Jose de Vasconcelos Cerqueira as Alternate Appointed by Cosan Oito S.A.	SH	None	Refer	For
3.2	Elect Marcio de Souza as Fiscal Council Member and Ana Maria Loureiro Recart as Alternate Appointed by Caixa de Previdencia dos Funcionarios do Banco do Brasil - Previ	SH	None	Refer	For
3.3	Elect Raphael Manhaes Martins as Fiscal Council Member and Jandaraci Ferreira de Araujo as Alternate Appointed by Geracao L. Par and Others	SH	None	Refer	For
3.4	Elect Heloisa Belotti Bedicks as Fiscal Council Member and Adriana Andrade Sole as Alternate Appointed by Geracao L. Par and Others	SH	None	Refer	For
4	Approve Remuneration of Company's Management and Fiscal Council	Mgmt	For	For	For
	Extraordinary Meeting Agenda	Mgmt			
1	Approve Agreement to Absorb Florestas Rio Doce S.A. (FRD)	Mgmt	For	Refer	For
2	Ratify Macso Legate Auditores Independentes as Independent Firm to Appraise Proposed Transaction	Mgmt	For	Refer	For
3	Approve Independent Firm's Appraisal	Mgmt	For	Refer	For
4	Approve Absorption of FRD	Mgmt	For	Refer	For

## Vamos Locacao de Caminhos, Maquinas e Equipamentos SA

Meeting Date: 04/25/2024

Country: Brazil

Ticker: VAM03

Record Date:

Meeting Type: Extraordinary Shareholders

Primary Security ID: P9680U112

## Vamos Locacao de Caminhos, Maquinas e Equipamentos SA

B1a

Shares Voted: 5,195,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration of Company's Management	Mgmt	For	For	For
2	Amend Article 5 to Reflect Changes in Capital	Mgmt	For	For	For
3	Amend Article 20 Re: Powers of Board of Directors	Mgmt	For	Refer	For
4	Amend Article 26	Mgmt	For	Refer	For
5	Consolidate Bylaws	Mgmt	For	Refer	For

## Vamos Locacao de Caminhos, Maquinas e Equipamentos SA

Meeting Date: 04/25/2024

Country: Brazil

Ticker: VAM03

Record Date:

Meeting Type: Annual

Primary Security ID: P9680U112

Shares Voted: 5,195,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2023	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	None	For	For

## Wal-Mart de Mexico SAB de CV

Meeting Date: 04/30/2024

Country: Mexico

Ticker: WALMEX

Record Date: 04/22/2024

Meeting Type: Annual

Primary Security ID: P98180188

Shares Voted: 1,920,118

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.a	Approve Report of Audit and Corporate Practices Committees	Mgmt	For	For	For
1.b	Approve CEO's Report and Board Opinion on CEO's Report	Mgmt	For	For	For
1.c	Approve Board of Directors' Report	Mgmt	For	For	For
1.d	Approve Report on Compliance with Fiscal Obligations	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.e	Approve Report Re: Employee Stock Purchase Plan; Approve New Employee Stock Purchase Plan	Mgmt	For	Against	Against
2	Approve Consolidated Financial Statements	Mgmt	For	For	For
3.a	Approve Allocation of Income	Mgmt	For	For	For
3.b	Approve Ordinary Dividend of MXN 1.18 Per Share	Mgmt	For	For	For
3.c	Approve Extraordinary Dividend of MXN 0.99 Per Share	Mgmt	For	For	For
4	Approve Report on Share Repurchase Reserves	Mgmt	For	For	For
5.a	Accept Resignation of Judith McKenna as Director	Mgmt	For	For	For
5.b	Accept Resignation of Kirsten Evans as Director	Mgmt	For	For	For
5.c	Ratify Kathryn McLay as Director	Mgmt	For	For	For
5.d	Elect Ignacio Caride as Director	Mgmt	For	For	For
5.e	Elect Viridiana Rios as Director	Mgmt	For	For	For
5.f1	Ratify Maria Teresa Arnal as Director	Mgmt	For	For	For
5.f2	Ratify Ernesto Cervera as Director	Mgmt	For	For	For
5.f3	Ratify Leigh Hopkins as Director	Mgmt	For	For	For
5.f4	Ratify Elizabeth Kwo as Director	Mgmt	For	For	For
5.f5	Ratify Guilherme Loureiro as Director	Mgmt	For	For	For
5.f6	Ratify Eric Perez Grovas as Director	Mgmt	For	For	For
5.f7	Ratify Karthik Raghupathy as Director	Mgmt	For	For	For
5.f8	Ratify Tom Ward as Director	Mgmt	For	For	For
5.g	Ratify Ernesto Cervera as Chairman of Audit and Corporate Practices Committees	Mgmt	For	For	For
5.h	Approve Discharge of Board of Directors and Officers	Mgmt	For	For	For
5.i	Approve Directors and Officers Liability	Mgmt	For	For	For
5.j1	Approve Remuneration of Board Chairman	Mgmt	For	For	For
5.j2	Approve Remuneration of Directors	Mgmt	For	For	For
5.j3	Approve Remuneration of Chairman of Audit and Corporate Practices Committees	Mgmt	For	For	For
5.j4	Approve Remuneration of Members of Audit and Corporate Practices Committees	Mgmt	For	For	For
6	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Meeting Date: 06/06/2024

Country: Cayman Islands

Ticker: 1810

Record Date: 05/31/2024

Meeting Type: Annual

Primary Security ID: G9830T106

Shares Voted: 1,634,200

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Elect Lin Bin as Director	Mgmt	For	Against	Against
3	Elect Liu De as Director	Mgmt	For	Against	Against
4	Elect Cai Jinqing as Director	Mgmt	For	For	For
5	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
6	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
7	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
8	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
9	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against
10	Adopt 2024 Xiaomi HK Share Scheme and Related Transactions	Mgmt	For	For	For
11	Adopt Service Provider Sublimit	Mgmt	For	For	For
12	Adopt Eighteenth Amended and Restated Memorandum and Articles of Association and Related Transactions	Mgmt	For	Refer	For

## Yageo Corp.

Meeting Date: 05/30/2024

Country: Taiwan

Ticker: 2327

Record Date: 03/29/2024

Meeting Type: Annual

Primary Security ID: Y9723R100

Shares Voted: 937,479

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements	Mgmt	For	For	For
2	Approve the Issuance of New Shares by Capitalization of Profit	Mgmt	For	For	For
3	Approve Issuance of Restricted Stocks	Mgmt	For	For	For
4	Amend Procedures for Lending Funds to Other Parties and Procedures for Endorsement and Guarantees	Mgmt	For	For	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve Amendments to Articles of Association	Mgmt	For	Refer	For
	ELECT NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
6.1	Elect CHEN TIE-MIN, a Representative of TMC Family Heritage with SHAREHOLDER NO.00807272 as Non-independent Director	Mgmt	For	Against	Against
6.2	Elect WANG DENG-RUE, a Representative of Hsu Chang Investment Ltd with SHAREHOLDER NO.00099108 as Non-independent Director	Mgmt	For	Against	Against
6.3	Elect WANG CHIN-SAN, a Representative of Hsu Chang Investment Ltd with SHAREHOLDER NO.00099108 as Non-independent Director	Mgmt	For	Against	Against
6.4	Elect YANG SHIN-CHIEN (Shih-Chien Yang), a Representative of Hsu Chang Investment Ltd with SHAREHOLDER NO.00099108 as Non-independent Director	Mgmt	For	Against	Against
6.5	Elect YEN CHING-CHANG, a Representative of Hsu Chang Investment Ltd with SHAREHOLDER NO.00099108 as Non-independent Director	Mgmt	For	Against	Against
6.6	Elect TSAI SHU-CHEN, a Representative of Hsu Chang Investment Ltd with SHAREHOLDER NO.00099108 as Non-independent Director	Mgmt	For	Refer	Against
<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>					
6.7	Elect LEE CHENG-LING with SHAREHOLDER NO.A110406XXX as Independent Director	Mgmt	For	Refer	For
6.8	Elect LIN HSU TUN SON with SHAREHOLDER NO.A800088XXX as Independent Director	Mgmt	For	Refer	For
6.9	Elect LIN LAI-FU with SHAREHOLDER NO.F102340XXX as Independent Director	Mgmt	For	For	For
7	Approve Release of Restrictions of Competitive Activities of Directors	Mgmt	For	For	For

## Zhongji Innolight Co., Ltd.

**Meeting Date:** 05/23/2024

**Country:** China

**Ticker:** 300308

**Record Date:** 05/16/2024

**Meeting Type:** Annual

**Primary Security ID:** Y7685V101

Shares Voted: 366,100

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For
3	Approve Financial Statements	Mgmt	For	For	For
4	Approve Annual Report and Summary	Mgmt	For	For	For
5	Approve Profit Distribution	Mgmt	For	For	For
6	Approve Special Report on the Deposit and Usage of Raised Funds	Mgmt	For	For	For
7	Approve Remuneration of Directors and Supervisors	Mgmt	For	For	For
8	Approve Credit Line and Provision of Guarantees	Mgmt	For	For	For
9	Approve Appointment of Auditor	Mgmt	For	For	For
10	Approve Use of Idle Raised Fund for Cash Management	Mgmt	For	For	For
11	Approve Use of Idle Own Funds for Cash Management	Mgmt	For	Refer	For
12	Approve Adjustment of Remuneration of Independent Directors	Mgmt	For	For	For

## Zijin Mining Group Co., Ltd.

Meeting Date: 05/17/2024

Country: China

Ticker: 2899

Record Date: 05/09/2024

Meeting Type: Annual

Primary Security ID: Y9892H107

Shares Voted: 18,091,665

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Independent Directors	Mgmt	For	For	For
3	Approve Report of the Supervisory Committee	Mgmt	For	For	For
4	Approve Annual Report and Its Summary	Mgmt	For	For	For
5	Approve Financial Report	Mgmt	For	For	For
6	Approve Formulation of the Profit Distribution and Return Plan for the Next Three Years	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Approve Profit Distribution Proposal for the Year Ended December 31, 2023	Mgmt	For	For	For
8	Approve Authorization to the Board of Directors to Formulate the Profit Distribution Proposal for the Six Months Ending June 30, 2024	Mgmt	For	For	For
9	Approve Calculation and Distribution Proposal for the Remuneration of the Executive Directors and Chairman of the Supervisory Committee	Mgmt	For	For	For
10	Approve Ernst & Young Hua Ming LLP as Auditor and Authorize Chairman, President and Chief Financial Controller to Fix Their Remuneration	Mgmt	For	For	For
11	Approve Arrangement of Guarantees	Mgmt	For	Refer	For
12	Approve Development of Futures and Derivative Trading Business of Subsidiaries	Mgmt	For	For	For
13	Approve Report on the Use of Proceeds Previously Raised	Mgmt	For	For	For
14	Approve General Mandate to Issue Debt Financing Instruments	Mgmt	For	For	For
15	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights for A Shares and/or H Shares	Mgmt	For	Against	Against
16	Approve Extension of Validity Period of the Resolution on the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors	Mgmt	For	For	For
17	Approve Extension of Validity Period of the Relevant Authorization on the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors	Mgmt	For	For	For

## Zijin Mining Group Co., Ltd.

Meeting Date: 05/17/2024

Country: China

Ticker: 2899

Record Date: 05/09/2024

Meeting Type: Special

Primary Security ID: Y9892H107

Shares Voted: 18,091,665

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	CLASS MEETING FOR HOLDERS OF H SHARES Approve Extension of Validity Period of the Resolution on the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors	Mgmt	For	For	For

## Zijin Mining Group Co., Ltd.

## B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Extension of Validity Period of the Relevant Authorization on the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors	Mgmt	For	For	For

## Zomato Ltd.

**Meeting Date:** 06/29/2024      **Country:** India      **Ticker:** 543320  
**Record Date:** 05/24/2024      **Meeting Type:** Special  
**Primary Security ID:** Y9899X105

**Shares Voted:** 9,461,586

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Formulation, Adoption and Implementation of Zomato Employee Stock Option Plan 2024 for Grant of Employee Stock Options to the Employees of the Company Under this Plan	Mgmt	For	Against	Against
2	Approve Formulation, Adoption and Implementation of Zomato Employee Stock Option Plan 2024 for Grant of Employee Stock Options to the Employees of Subsidiaries of the Company Under this Plan	Mgmt	For	Against	Against

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
A. O. Smith Corporation	1.1	Elect Director Victoria M. Holt	No	For	Withhold	Withhold	Withhold
A. O. Smith Corporation	1.2	Elect Director Ilham Kadri	No	For	Withhold	Withhold	Withhold
A. O. Smith Corporation	1.3	Elect Director Michael M. Larsen	No	For	For	For	For
A. O. Smith Corporation	1.4	Elect Director Christopher L. Mapes	No	For	For	For	For
A. O. Smith Corporation	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
A. O. Smith Corporation	3	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
A. O. Smith Corporation	4	Report on Company's Hiring Practices with Respect to Formerly Incarcerated People	No	Against	For	For	Against
ABB Ltd.	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
ABB Ltd.	2	Approve Remuneration Report (Non-Binding)	No	For	For	For	For
ABB Ltd.	3	Approve Sustainability Report (Non-Binding)	No	For	For	For	For
ABB Ltd.	4	Approve Discharge of Board and Senior Management	No	For	For	For	For
ABB Ltd.	5	Approve Allocation of Income and Dividends of CHF 0.87 per Share	No	For	For	For	For
ABB Ltd.	6.1	Approve Remuneration of Directors in the Amount of CHF 4.4 Million	No	For	For	For	For
ABB Ltd.	6.2	Approve Remuneration of Executive Committee in the Amount of CHF 45.9 Million	No	For	For	For	For
ABB Ltd.	7.1	Reelect David Constable as Director	No	For	For	For	For
ABB Ltd.	7.2	Reelect Frederico Curado as Director	No	For	For	For	For
ABB Ltd.	7.3	Reelect Lars Foerberg as Director	No	For	For	For	For
ABB Ltd.	7.4	Elect Johan Forssell as Director	No	For	For	For	For
ABB Ltd.	7.5	Reelect Denise Johnson as Director	No	For	For	For	For
ABB Ltd.	7.6	Reelect Jennifer Xin-Zhe Li as Director	No	For	For	For	For
ABB Ltd.	7.7	Reelect Geraldine Matchett as Director	No	For	For	For	For
ABB Ltd.	7.8	Reelect David Meline as Director	No	For	For	For	For
ABB Ltd.	7.9	Elect Mats Rahmstrom as Director	No	For	For	For	For
ABB Ltd.	7.10	Reelect Peter Voser as Director and Board Chair	No	For	Against	Against	For
ABB Ltd.	8.1	Reappoint David Constable as Member of the Compensation Committee	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
ABB Ltd.	8.2	Reappoint Frederico Curado as Member of the Compensation Committee	No	For	For	For	For
ABB Ltd.	8.3	Reappoint Jennifer Xin-Zhe Li as Member of the Compensation Committee	No	For	For	For	For
ABB Ltd.	9	Designate Zehnder Bolliger & Partner as Independent Proxy	No	For	For	For	For
ABB Ltd.	10	Ratify KPMG AG as Auditors	No	For	For	For	For
ABB Ltd.	11	Transact Other Business (Voting)	No	For	Against	Against	Against
AECOM	1.1	Elect Director Bradley W. Buss	No	For	For	For	For
AECOM	1.2	Elect Director Lydia H. Kennard	No	For	For	For	For
AECOM	1.3	Elect Director Derek J. Kerr	No	For	For	For	For
AECOM	1.4	Elect Director Kristy Pipes	No	For	For	For	For
AECOM	1.5	Elect Director Troy Rudd	No	For	For	For	For
AECOM	1.6	Elect Director Douglas W. Stotlar	No	For	For	For	For
AECOM	1.7	Elect Director Daniel R. Tishman	No	For	For	For	For
AECOM	1.8	Elect Director Sander van't Noordende	No	For	For	For	For
AECOM	1.9	Elect Director Janet C. Wolfenbarger	No	For	For	For	For
AECOM	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
AECOM	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
ASML Holding NV	3a	Approve Remuneration Report	No	For	For	For	For
ASML Holding NV	3b	Adopt Financial Statements and Statutory Reports	No	For	For	For	For
ASML Holding NV	3e	Approve Dividends	No	For	For	For	For
ASML Holding NV	4a	Approve Discharge of Management Board	No	For	For	For	For
ASML Holding NV	4b	Approve Discharge of Supervisory Board	No	For	For	For	For
ASML Holding NV	5	Approve Number of Shares for Management Board	No	For	For	For	For
ASML Holding NV	7b	Reelect A.P. Aris to Supervisory Board	No	For	For	For	For
ASML Holding NV	7c	Reelect D.M. Durcan to Supervisory Board	No	For	For	For	For
ASML Holding NV	7d	Reelect D.W.A. East to Supervisory Board	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
ASML Holding NV	8a	Grant Board Authority to Issue Shares Up to 5 Percent of Issued Capital Plus Additional 5 Percent in Case of Merger or Acquisition	No	For	For	For	For
ASML Holding NV	8b	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For	For	For
ASML Holding NV	9	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
ASML Holding NV	10	Authorize Cancellation of Repurchased Shares	No	For	For	For	For
Aalberts NV	3a	Approve Remuneration Report	No	For	For	For	For
Aalberts NV	3b	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	For
Aalberts NV	4b	Approve Dividends	No	For	For	For	For
Aalberts NV	5	Approve Discharge of Management Board	No	For	For	For	For
Aalberts NV	6	Approve Discharge of Supervisory Board	No	For	For	For	For
Aalberts NV	7	Reelect P. (Piet) Veenema to Supervisory Board	No	For	Against	Against	For
Aalberts NV	8	Elect M.C.J. (Martin) van Pernis as Board Member of Stichting Prioriteit 'Aalberts N.V.'	No	For	For	For	For
Aalberts NV	9	Grant Board Authority to Issue Shares Up to 10 Percent of Issued Capital	No	For	For	For	For
Aalberts NV	10	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For	For	For
Aalberts NV	11	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
Aalberts NV	12	Ratify Ernst & Young Accountants LLP as Auditors	No	For	For	For	For
Adecoagro SA	1	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	For
Adecoagro SA	2	Approve Financial Statements	No	For	For	For	For
Adecoagro SA	3	Approve Allocation of Income	No	For	For	For	For
Adecoagro SA	4	Approve Dividends	No	For	For	For	For
Adecoagro SA	5	Approve Discharge of Directors	No	For	For	For	For
Adecoagro SA	6	Approve Remuneration of Directors for FY 2023	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Adecoagro SA	7	Appoint PricewaterhouseCoopers as Auditor	No	For	For	For	For
Adecoagro SA	8.1	Elect Guillaume van der Linden as Director	No	For	Against	Against	Against
Adecoagro SA	8.2	Elect Ivo Andres Sarjanovic as Director	No	For	Against	Against	For
Adecoagro SA	8.3	Elect Manuela Vaz Artigas as Director	No	For	For	For	For
Adecoagro SA	9	Approve Remuneration of Directors for FY 2024	No	For	For	For	For
Ag Growth International Inc.	1	Fix Number of Directors at Eight	No	For	For	For	For
Ag Growth International Inc.	2.1	Elect Director Rohit Bhardwaj	No	For	For	For	For
Ag Growth International Inc.	2.2	Elect Director Anne De Greef-Safft	No	For	For	For	For
Ag Growth International Inc.	2.3	Elect Director Mike Frank	No	For	For	For	For
Ag Growth International Inc.	2.4	Elect Director Janet Giesselman	No	For	For	For	For
Ag Growth International Inc.	2.5	Elect Director Paul Householder	No	For	For	For	For
Ag Growth International Inc.	2.6	Elect Director Bill Maslechko	No	For	For	For	For
Ag Growth International Inc.	2.7	Elect Director Mary Shafer-Malicki	No	For	For	For	For
Ag Growth International Inc.	2.8	Elect Director David White	No	For	For	For	For
Ag Growth International Inc.	3	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Ag Growth International Inc.	4	Advisory Vote on Executive Compensation Approach	No	For	For	For	For
Albemarle Corporation	1a	Elect Director M. Lauren Brlas	No	For	For	For	For
Albemarle Corporation	1b	Elect Director Ralf H. Cramer	No	For	For	For	For
Albemarle Corporation	1c	Elect Director J. Kent Masters, Jr.	No	For	For	For	For
Albemarle Corporation	1d	Elect Director Glenda J. Minor	No	For	For	For	For
Albemarle Corporation	1e	Elect Director James J. O'Brien	No	For	For	For	For
Albemarle Corporation	1f	Elect Director Diarmuid B. O'Connell	No	For	For	For	For
Albemarle Corporation	1g	Elect Director Dean L. Seavers	No	For	For	For	For
Albemarle Corporation	1h	Elect Director Gerald A. Steiner	No	For	For	For	For
Albemarle Corporation	1i	Elect Director Holly A. Van Deursen	No	For	For	For	For
Albemarle Corporation	1j	Elect Director Alejandro D. Wolff	No	For	For	For	For
Albemarle Corporation	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Albemarle Corporation	3	Increase Authorized Common Stock	No	For	For	For	For
Albemarle Corporation	4	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For



## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Alfen NV	2b	Approve Remuneration Report	No	For	For	For	For
Alfen NV	2c	Adopt Financial Statements	No	For	For	For	For
Alfen NV	5a	Approve Discharge of Management Board	No	For	For	For	For
Alfen NV	5b	Approve Discharge of Supervisory Board	No	For	For	For	For
Alfen NV	6	Amend Remuneration Policy of Management Board	No	For	For	For	For
Alfen NV	7	Elect Boudewijn Tans to Management Board	No	For	For	For	For
Alfen NV	8	Elect Willem Ackermans to Supervisory Board	No	For	For	For	For
Alfen NV	9a	Amend Articles of Association of the Company I	No	For	For	For	For
Alfen NV	9b	Amend Articles of Association of the Company II	No	For	Against	Against	Against
Alfen NV	10a	Grant Board Authority to Issue Shares Up to 10 Percent of Issued Capital and Exclude Preemptive Rights	No	For	For	For	For
Alfen NV	10b	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
Alfen NV	11	Ratify PricewaterhouseCoopers Accountants N.V. as Auditors	No	For	For	For	For
American Water Works Company, Inc.	1a	Elect Director Jeffrey N. Edwards	No	For	For	For	For
American Water Works Company, Inc.	1b	Elect Director Martha Clark Goss	No	For	For	For	For
American Water Works Company, Inc.	1c	Elect Director M. Susan Hardwick	No	For	For	For	For
American Water Works Company, Inc.	1d	Elect Director Kimberly J. Harris	No	For	For	For	For
American Water Works Company, Inc.	1e	Elect Director Laurie P. Havanec	No	For	For	For	For
American Water Works Company, Inc.	1f	Elect Director Julia L. Johnson	No	For	For	For	For
American Water Works Company, Inc.	1g	Elect Director Patricia L. Kampling	No	For	For	For	For
American Water Works Company, Inc.	1h	Elect Director Karl F. Kurz	No	For	For	For	For
American Water Works Company, Inc.	1i	Elect Director Michael L. Marberry	No	For	For	For	For
American Water Works Company, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
American Water Works Company, Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Andritz AG	2	Approve Allocation of Income and Dividends of EUR 2.50 per Share	No	For	For	For	For
Andritz AG	3	Approve Discharge of Management Board for Fiscal Year 2023	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Andritz AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2023	No	For	For	For	For
Andritz AG	5	Approve Remuneration of Supervisory Board Members	No	For	For	For	For
Andritz AG	6.1	Ratify KPMG Austria GmbH as Auditors for Financial Statements and Consolidated Financial Statements for Fiscal Year 2024	No	For	For	For	For
Andritz AG	6.2	Ratify KPMG Austria GmbH as Auditors of Sustainability Report for Fiscal Year 2024	No	For	For	For	For
Andritz AG	7.1	Elect Regina Prehofer as Supervisory Board Member	No	For	For	For	For
Andritz AG	7.2	Elect Elisabeth Stadler as Supervisory Board Member	No	For	For	For	For
Andritz AG	8	Approve Remuneration Report	No	For	Against	Against	Against
Andritz AG	9	Approve Virtual-Only or Hybrid Shareholder Meetings Until 2027	No	For	For	For	For
Andritz AG	10.1	New/Amended Proposals from Shareholders	No	None	Against	Against	Against
Andritz AG	10.2	New/Amended Proposals from Management and Supervisory Board	No	None	Against	Against	Against
Aptiv PLC	1a	Elect Director Kevin P. Clark	No	For	For	For	For
Aptiv PLC	1b	Elect Director Nancy E. Cooper	No	For	For	For	For
Aptiv PLC	1c	Elect Director Joseph L. (Jay) Hooley	No	For	For	For	For
Aptiv PLC	1d	Elect Director Vasumati P. (Vasu) Jakkal	No	For	For	For	For
Aptiv PLC	1e	Elect Director Merit E. Janow	No	For	For	For	For
Aptiv PLC	1f	Elect Director Sean O. Mahoney	No	For	For	For	For
Aptiv PLC	1g	Elect Director Paul M. Meister	No	For	For	For	For
Aptiv PLC	1h	Elect Director Robert K. (Kelly) Ortberg	No	For	For	For	For
Aptiv PLC	1i	Elect Director Colin J. Parris	No	For	For	For	For
Aptiv PLC	1j	Elect Director Ana G. Pinczuk	No	For	For	For	For
Aptiv PLC	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Aptiv PLC	3	Approve Omnibus Stock Plan	No	For	For	For	For
Aptiv PLC	4	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Aptiv PLC	5	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	One Year

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Arcadis NV	4.a	Adopt Financial Statements	No	For	For	For	For
Arcadis NV	4.b	Approve Dividends	No	For	For	For	For
Arcadis NV	5.a	Approve Discharge of Executive Board	No	For	For	For	For
Arcadis NV	5.b	Approve Discharge of Supervisory Board	No	For	For	For	For
Arcadis NV	6	Ratify KPMG Accountants N.V as Auditors	No	For	For	For	For
Arcadis NV	8.a	Approve Remuneration Report for Executive Board	No	For	For	For	For
Arcadis NV	8.b	Approve Remuneration Report for Supervisory Board	No	For	For	For	For
Arcadis NV	9.a	Approve Remuneration Policy for the Executive Board	No	For	For	For	For
Arcadis NV	9.b	Approve Remuneration Policy for the Supervisory Board	No	For	For	For	For
Arcadis NV	10	Reelect V.J.H. Duperat-Vergne to Executive Board	No	For	For	For	For
Arcadis NV	11.a	Reelect D.L.M. Goodwin to Supervisory Board	No	For	For	For	For
Arcadis NV	12.a	Grant Board Authority to Issue Shares up to 10 Percent of Issued Capital	No	For	For	For	For
Arcadis NV	12.b	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For	For	For
Arcadis NV	13	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
Archer-Daniels-Midland Company	1a	Elect Director Michael S. Burke	No	For	For	For	For
Archer-Daniels-Midland Company	1b	Elect Director Theodore Colbert	No	For	For	For	For
Archer-Daniels-Midland Company	1c	Elect Director James C. Collins, Jr.	No	For	For	For	For
Archer-Daniels-Midland Company	1d	Elect Director Terrell K. Crews	No	For	For	For	For
Archer-Daniels-Midland Company	1e	Elect Director Ellen de Brabander	No	For	For	For	For
Archer-Daniels-Midland Company	1f	Elect Director Suzan F. Harrison	No	For	For	For	For
Archer-Daniels-Midland Company	1g	Elect Director Juan R. Luciano	No	For	For	For	For
Archer-Daniels-Midland Company	1h	Elect Director Patrick J. Moore	No	For	For	For	For
Archer-Daniels-Midland Company	1i	Elect Director Debra A. Sandler	No	For	For	For	For
Archer-Daniels-Midland Company	1j	Elect Director Lei Z. Schlitz	No	For	For	For	For
Archer-Daniels-Midland Company	1k	Elect Director Kelvin R. Westbrook	No	For	For	For	For
Archer-Daniels-Midland Company	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Archer-Daniels-Midland Company	3	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Archer-Daniels-Midland Company	4	Require Independent Board Chair	No	Against	For	For	Against
Atlantica Sustainable Infrastructure Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	2	Approve Remuneration Report	No	For	Against	Against	Against
Atlantica Sustainable Infrastructure Plc	3	Approve Remuneration Policy	No	For	Against	Against	Against
Atlantica Sustainable Infrastructure Plc	4	Elect Director Michael Woolcombe	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	5	Elect Director Michael Forsayeth	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	6	Elect Director William Aziz	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	7	Elect Director Brenda Eprile	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	8	Elect Director Debora Del Favero	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	9	Elect Director Arun Banskota	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	10	Elect Director Ryan Farquhar	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	11	Elect Director Edward C. Hall, III	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	12	Elect Director Santiago Seage	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	13	Reappoint Ernst & Young Chartered Accountants and of Ernst & Young S.L. as Auditors	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	14	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	15	Authorise Issue of Equity	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	17	Authorise Issue of Equity without Pre-emptive Rights (Additional Authority)	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	18	Approve Reduction in Share Capital	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	19	Authorize Share Repurchase Program	No	For	For	For	For
BYD Company Limited	1.01	Approve Purpose of the Share Repurchase	No	For	For	For	For
BYD Company Limited	1.01	Approve Purpose of the Share Repurchase	No	For	For	For	For
BYD Company Limited	1.02	Approve Fulfillment of Relevant Conditions for the Share Repurchase	No	For	For	For	For
BYD Company Limited	1.02	Approve Fulfillment of Relevant Conditions for the Share Repurchase	No	For	For	For	For
BYD Company Limited	1.03	Approve Method and Purpose of the Share Repurchase	No	For	For	For	For
BYD Company Limited	1.03	Approve Method and Purpose of the Share Repurchase	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
BYD Company Limited	1.04	Approve Price or Price Range and Pricing Principles for the Share Repurchase	No	For	For	For	For
BYD Company Limited	1.04	Approve Price or Price Range and Pricing Principles for the Share Repurchase	No	For	For	For	For
BYD Company Limited	1.05	Approve Amount and Source of Capital for the Repurchase	No	For	For	For	For
BYD Company Limited	1.05	Approve Amount and Source of Capital for the Repurchase	No	For	For	For	For
BYD Company Limited	1.06	Approve Class, Quantity and Percentage to the Total Share Capital for the Proposed Share Repurchase	No	For	For	For	For
BYD Company Limited	1.06	Approve Class, Quantity and Percentage to the Total Share Capital for the Proposed Share Repurchase	No	For	For	For	For
BYD Company Limited	1.07	Approve Period of the Share Repurchase	No	For	For	For	For
BYD Company Limited	1.07	Approve Period of the Share Repurchase	No	For	For	For	For
BYD Company Limited	1.08	Approve Validity Period of the Resolution Regarding the Share Repurchase	No	For	For	For	For
BYD Company Limited	1.08	Approve Validity Period of the Resolution Regarding the Share Repurchase	No	For	For	For	For
BYD Company Limited	2	Approve Grant of Mandate to the Board and Its Authorized Persons to Deal with Matters in Relation to the Repurchase of A Shares in Full Discretion	No	For	For	For	For
BYD Company Limited	2	Approve Grant of Mandate to the Board and Its Authorized Persons to Deal with Matters in Relation to the Repurchase of A Shares in Full Discretion	No	For	For	For	For
BYD Company Limited	1	Approve Report of the Board of Directors	No	For	For	For	For
BYD Company Limited	2	Approve Report of the Supervisory Committee	No	For	For	For	For
BYD Company Limited	3	Approve Audited Financial Report	No	For	For	For	For
BYD Company Limited	4	Approve Annual Report and Its Summary	No	For	For	For	For
BYD Company Limited	5	Approve Profit Distribution Plan	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
BYD Company Limited	6	Approve Ernst & Young Hua Ming LLP as Sole External Auditor and Internal Control Audit Institution and Authorize Board to Fix Their Remuneration	No	For	For	For	For
BYD Company Limited	7	Approve Provision of Guarantee	No	For	Against	Against	Against
BYD Company Limited	8	Approve Estimated Cap of Ordinary Connected Transactions	No	For	For	For	For
BYD Company Limited	9	Approve Grant of General Mandate to the Board to Issue Additional H Shares	No	For	Against	Against	Against
BYD Company Limited	10	Approve General Mandate to the Directors of BYD Electronic (International) Company Limited to Issue New Shares	No	For	Against	Against	Against
BYD Company Limited	11	Approve Authorization to the Board to Determine the Proposed Plan for the Issuance of Debt Financing Instruments	No	For	Against	Against	Against
BYD Company Limited	12	Approve Purchase of Liability Insurance for Directors, Supervisors, Senior Management and Other Related Persons and Related Transactions	No	For	For	For	For
BYD Company Limited	13	Amend Articles of Association	No	For	For	For	For
BYD Company Limited	14	Amend Rules of Procedures of the Shareholders' General Meetings	No	For	For	For	For
BayWa AG	2	Approve Allocation of Income and Omission of Dividends	No	For	For	For	For
BayWa AG	3	Approve Discharge of Management Board for Fiscal Year 2023	No	For	For	For	For
BayWa AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2023	No	For	For	For	For
BayWa AG	5.1	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2024	No	For	For	For	For
BayWa AG	5.2	Ratify PricewaterhouseCoopers GmbH as Auditors for the Sustainability Reporting for Fiscal Year 2024	No	For	For	For	For
BayWa AG	6	Approve Remuneration Report	No	For	Against	Against	Against
BayWa AG	7	Elect Gregor Scheller to the Supervisory Board	No	For	Against	Against	Against

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Beijing Enterprises Water Group Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Beijing Enterprises Water Group Limited	2	Approve Final Dividend	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a1	Elect Jiang Xinhao as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a2	Elect Zhang Wenjiang as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a3	Elect Tung Woon Cheung Eric as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a4	Elect Li Li as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a5	Elect Wang Dianchang as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a6	Elect Shea Chun Lok Quadrant as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a7	Elect Chan Siu Chee Sophia as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3b	Authorize Board to Fix Remuneration of Directors	No	For	For	For	For
Beijing Enterprises Water Group Limited	4	Approve Ernst & Young as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Beijing Enterprises Water Group Limited	5	Authorize Repurchase of Issued Share Capital	No	For	For	For	For
Beijing Enterprises Water Group Limited	6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against	Against
Beijing Enterprises Water Group Limited	7	Authorize Reissuance of Repurchased Shares	No	For	Against	Against	Against
BorgWarner Inc.	1A	Elect Director Sara A. Greenstein	No	For	For	For	For
BorgWarner Inc.	1B	Elect Director Michael S. Hanley	No	For	For	For	For
BorgWarner Inc.	1C	Elect Director Frederic B. Lissalde	No	For	For	For	For
BorgWarner Inc.	1D	Elect Director Shaun E. McAlmont	No	For	For	For	For
BorgWarner Inc.	1E	Elect Director Deborah D. McWhinney	No	For	For	For	For
BorgWarner Inc.	1F	Elect Director Alexis P. Michas	No	For	For	For	For
BorgWarner Inc.	1G	Elect Director Sailaja K. Shankar	No	For	For	For	For
BorgWarner Inc.	1H	Elect Director Hau N. Thai-Tang	No	For	For	For	For
BorgWarner Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
BorgWarner Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Bunge Global SA	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Bunge Global SA	2	Approve Treatment of Net Loss	No	For	For	For	For
Bunge Global SA	3	Approve Dividends of USD 2.72 per Share from Capital Contribution Reserves	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Bunge Global SA	4	Approve Discharge of Board and Senior Management	No	For	For	For	For
Bunge Global SA	5a	Elect Director Eliane Aleixo Lustosa de Andrade	No	For	For	For	For
Bunge Global SA	5b	Elect Director Sheila Bair	No	For	For	For	For
Bunge Global SA	5c	Elect Director Carol Browner	No	For	Against	Against	For
Bunge Global SA	5d	Elect Director Gregory Heckman	No	For	For	For	For
Bunge Global SA	5e	Elect Director Bernardo Hees	No	For	For	For	For
Bunge Global SA	5f	Elect Director Michael Kobori	No	For	For	For	For
Bunge Global SA	5g	Elect Director Monica McGurk	No	For	For	For	For
Bunge Global SA	5h	Elect Director Kenneth Simril	No	For	For	For	For
Bunge Global SA	5i	Elect Director Henry "Jay" Winship	No	For	For	For	For
Bunge Global SA	5j	Elect Director Mark Zenuk	No	For	For	For	For
Bunge Global SA	5k	Elect Director Adrian Isman	No	For	For	For	For
Bunge Global SA	5l	Elect Director Anne Jensen	No	For	For	For	For
Bunge Global SA	5m	Elect Director Christopher Mahoney	No	For	For	For	For
Bunge Global SA	5n	Elect Director Markus Walt	No	For	For	For	For
Bunge Global SA	6a	Reelect Mark Zenuk as Board Chairman	No	For	For	For	For
Bunge Global SA	7a	Reelect Bernardo Hees as Member of the Human Resources and Compensation Committee	No	For	For	For	For
Bunge Global SA	7b	Reelect Kenneth Simril as Member of the Human Resources and Compensation Committee	No	For	For	For	For
Bunge Global SA	7c	Reelect Henry "Jay" Winship as Member of the Human Resources and Compensation Committee	No	For	For	For	For
Bunge Global SA	8	Approve Omnibus Stock Plan	No	For	For	For	For
Bunge Global SA	9	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Bunge Global SA	10a	Approve Remuneration of Directors in the Amount of USD 5.1 million	No	For	For	For	For
Bunge Global SA	10b	Approve Remuneration of Executive Committee in the Amount of USD 37.5 million for Fiscal Year 2025	No	For	For	For	For
Bunge Global SA	10c	Approve Remuneration Report	No	For	For	For	For
Bunge Global SA	11	Approve Non-Financial Report	No	For	For	For	For



## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Bunge Global SA	12	Designate Wuersch & Gering LLP as Independent Proxy	No	For	For	For	For
Bunge Global SA	13	Appoint Deloitte & Touche LLP as Auditor and Reelect Deloitte SA as Swiss Statutory Auditor	No	For	For	For	For
Bunge Global SA	A	Other Business	No	For	Against	Against	Against
CF Industries Holdings, Inc.	1a	Elect Director Javed Ahmed	No	For	For	For	For
CF Industries Holdings, Inc.	1b	Elect Director Robert C. Arzbaecher	No	For	For	For	For
CF Industries Holdings, Inc.	1c	Elect Director Christopher D. Bohn	No	For	For	For	For
CF Industries Holdings, Inc.	1d	Elect Director Deborah L. DeHaas	No	For	For	For	For
CF Industries Holdings, Inc.	1e	Elect Director John W. Eaves	No	For	For	For	For
CF Industries Holdings, Inc.	1f	Elect Director Susan A. Ellerbusch	No	For	For	For	For
CF Industries Holdings, Inc.	1g	Elect Director Stephen J. Hagge	No	For	For	For	For
CF Industries Holdings, Inc.	1h	Elect Director Jesus Madrazo Yris	No	For	For	For	For
CF Industries Holdings, Inc.	1i	Elect Director Anne P. Noonan	No	For	For	For	For
CF Industries Holdings, Inc.	1j	Elect Director Michael J. Toelle	No	For	For	For	For
CF Industries Holdings, Inc.	1k	Elect Director Theresa E. Wagler	No	For	For	For	For
CF Industries Holdings, Inc.	1l	Elect Director Celso L. White	No	For	For	For	For
CF Industries Holdings, Inc.	1m	Elect Director W. Anthony Will	No	For	For	For	For
CF Industries Holdings, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
CF Industries Holdings, Inc.	3	Ratify KPMG LLP as Auditors	No	For	For	For	For
COWAY Co., Ltd.	1	Approve Financial Statements and Allocation of Income	No	For	For	For	For
COWAY Co., Ltd.	2	Approve Total Remuneration of Inside Directors and Outside Directors	No	For	For	For	For
COWAY Co., Ltd.	1	Approve Split-Off Agreement	No	For	For	For	For
California Water Service Group	1a	Elect Director Gregory E. Aliff	No	For	For	For	For
California Water Service Group	1b	Elect Director Shelly M. Esque	No	For	For	For	For
California Water Service Group	1c	Elect Director Jeffrey Kightlinger	No	For	For	For	For
California Water Service Group	1d	Elect Director Martin A. Kropelnicki	No	For	For	For	For
California Water Service Group	1e	Elect Director Thomas M. Krummel	No	For	For	For	For
California Water Service Group	1f	Elect Director Yvonne (Bonnie) A. Maldonado	No	For	For	For	For
California Water Service Group	1g	Elect Director Scott L. Morris	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
California Water Service Group	1h	Elect Director Charles R. Patton	No	For	For	For	For
California Water Service Group	1i	Elect Director Carol M. Pottenger	No	For	For	For	For
California Water Service Group	1j	Elect Director Lester A. Snow	No	For	For	For	For
California Water Service Group	1k	Elect Director Patricia K. Wagner	No	For	For	For	For
California Water Service Group	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
California Water Service Group	3	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
California Water Service Group	4	Approve Omnibus Stock Plan	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	1	Approve Remuneration of Company's Management and Fiscal Council	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	2	Approve Extraordinary Dividends	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	3	Authorize Capitalization of Reserves Without Issuance of Shares	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2023	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	2	Approve Allocation of Income and Dividends	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	3	Approve Dividends Payment Date	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	4	Approve Interest-on-Capital-Stock Payment Date	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	5	Approve Investment Plan	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	6	Fix Number of Directors at Seven	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	7	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	8.1	Elect Carlos Alexandre Jorge da Costa as Independent Director	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	8.2	Elect Guilherme Augusto Duarte de Faria as Director	No	For	Against	Against	Against
Companhia de Saneamento de Minas Gerais	8.3	Elect Gustavo de Oliveira Barbosa as Director	No	For	Against	Against	Against
Companhia de Saneamento de Minas Gerais	8.4	Elect Hamilton Amadeo as Independent Director	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	8.5	Elect Marcia Fragoso Soares as Director	No	For	Against	Against	Against
Companhia de Saneamento de Minas Gerais	8.6	Elect Rodolfo Torres dos Santos as Independent Director Appointed by BNDESPAR	No	None	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Companhia de Saneamento de Minas Gerais	9	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	10.1	Percentage of Votes to Be Assigned - Elect Carlos Alexandre Jorge da Costa as Independent Director	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	10.2	Percentage of Votes to Be Assigned - Elect Guilherme Augusto Duarte de Faria as Director	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	10.3	Percentage of Votes to Be Assigned - Elect Gustavo de Oliveira Barbosa as Director	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	10.4	Percentage of Votes to Be Assigned - Elect Hamilton Amadeo as Independent Director	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	10.5	Percentage of Votes to Be Assigned - Elect Marcia Fragoso Soares as Director	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	10.6	Percentage of Votes to Be Assigned - Elect Rodolfo Torres dos Santos as Independent Director Appointed by BNDESPAR	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	11	Elect Rodolfo Torres dos Santos as Independent Director Appointed by BNDESPAR	No	None	For	For	For
Companhia de Saneamento de Minas Gerais	12.1	Elect Fernando Dal-Ri Murcia as Fiscal Council Member and Alexandre Magno de Moura as Alternate	No	For	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	12.2	Elect Juliano Fisicaro Borges as Fiscal Council Member and Reges Moises dos Santos as Alternate	No	For	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	12.3	Elect Rafael Caminha Marchesini as Fiscal Council Member and Leonardo Jose da Silva Neves Gonzaga as Alternate Appointed by BNDESPAR	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	13	Fix Number of Fiscal Council Members at Three	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	14	Elect Rafael Caminha Marchesini as Fiscal Council Member and Leonardo Jose da Silva Neves Gonzaga as Alternate Appointed by BNDESPAR	No	None	For	For	For
Core & Main, Inc.	1.1	Elect Director Robert M. Buck	No	For	Withhold	Withhold	Withhold
Core & Main, Inc.	1.2	Elect Director James G. Castellano	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Core & Main, Inc.	1.3	Elect Director Kathleen M. Mazzarella	No	For	Withhold	Withhold	Withhold
Core & Main, Inc.	2	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Core & Main, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Costain Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Costain Group Plc	2	Approve Remuneration Report	No	For	For	For	For
Costain Group Plc	3	Approve Final Dividend	No	For	For	For	For
Costain Group Plc	4	Re-elect Kate Rock as Director	No	For	Against	Against	For
Costain Group Plc	5	Re-elect Alex Vaughan as Director	No	For	For	For	For
Costain Group Plc	6	Re-elect Helen Willis as Director	No	For	For	For	For
Costain Group Plc	7	Re-elect Fiona MacAulay as Director	No	For	For	For	For
Costain Group Plc	8	Re-elect Tony Quinlan as Director	No	For	For	For	For
Costain Group Plc	9	Elect Amanda Fisher as Director	No	For	For	For	For
Costain Group Plc	10	Elect Steve Mogford as Director	No	For	For	For	For
Costain Group Plc	11	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Costain Group Plc	12	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Costain Group Plc	13	Approve Share Sub-Division	No	For	For	For	For
Costain Group Plc	14	Approve the Terms of the Deferred Shares	No	For	For	For	For
Costain Group Plc	15	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Costain Group Plc	16	Authorise Issue of Equity	No	For	For	For	For
Costain Group Plc	17	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Costain Group Plc	18	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Costain Group Plc	19	Authorise Off-Market Purchase of Deferred Shares	No	For	For	For	For
Costain Group Plc	20	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Costain Group Plc	21	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
DSM-Firmenich AG	1.1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
DSM-Firmenich AG	1.2	Approve Sustainability Report	No	For	For	For	For
DSM-Firmenich AG	2	Approve Discharge of Board and Senior Management	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
DSM-Firmenich AG	3	Approve Allocation of Income and Dividends of EUR 2.50 per Share	No	For	For	For	For
DSM-Firmenich AG	4.1.a	Reelect Thomas Leysen as Director and Board Chair	No	For	For	For	For
DSM-Firmenich AG	4.1.b	Reelect Patrick Firmenich as Director	No	For	Against	Against	For
DSM-Firmenich AG	4.1.c	Reelect Sze Cotte-Tan as Director	No	For	For	For	For
DSM-Firmenich AG	4.1.d	Reelect Antoine Firmenich as Director	No	For	For	For	For
DSM-Firmenich AG	4.1.e	Reelect Erica Mann as Director	No	For	For	For	For
DSM-Firmenich AG	4.1.f	Reelect Carla Mahieu as Director	No	For	For	For	For
DSM-Firmenich AG	4.1.g	Reelect Frits van Paasschen as Director	No	For	For	For	For
DSM-Firmenich AG	4.1.h	Reelect Andre Pometta as Director	No	For	For	For	For
DSM-Firmenich AG	4.1.i	Reelect John Ramsay as Director	No	For	For	For	For
DSM-Firmenich AG	4.1.j	Reelect Richard Ridinger as Director	No	For	For	For	For
DSM-Firmenich AG	4.1.k	Reelect Corien Wortmann as Director	No	For	For	For	For
DSM-Firmenich AG	4.2.1	Reappoint Carla Mahieu as Member of the Compensation Committee	No	For	For	For	For
DSM-Firmenich AG	4.2.2	Reappoint Thomas Leysen as Member of the Compensation Committee	No	For	For	For	For
DSM-Firmenich AG	4.2.3	Reappoint Frits van Paasschen as Member of the Compensation Committee	No	For	For	For	For
DSM-Firmenich AG	4.2.4	Reappoint Andre Pometta as Member of the Compensation Committee	No	For	For	For	For
DSM-Firmenich AG	5.1	Approve Remuneration of Directors in the Amount of EUR 3.7 Million	No	For	For	For	For
DSM-Firmenich AG	5.2	Approve Remuneration of Executive Committee in the Amount of EUR 39.5 Million	No	For	For	For	For
DSM-Firmenich AG	5.3	Approve Remuneration Report	No	For	For	For	For
DSM-Firmenich AG	6	Ratify KPMG as Auditors	No	For	For	For	For
DSM-Firmenich AG	7	Designate Christian Hochstrasser as Independent Proxy	No	For	For	For	For
DSM-Firmenich AG	8	Transact Other Business (Voting)	No	For	Against	Against	Against
Deere & Company	1a	Elect Director Leanne G. Caret	No	For	For	For	For
Deere & Company	1b	Elect Director Tamra A. Erwin	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Deere & Company	1c	Elect Director Alan C. Heuberger	No	For	For	For	For
Deere & Company	1d	Elect Director L. Neil Hunn	No	For	For	For	For
Deere & Company	1e	Elect Director Michael O. Johanns	No	For	For	For	For
Deere & Company	1f	Elect Director Clayton M. Jones	No	For	For	For	For
Deere & Company	1g	Elect Director John C. May	No	For	For	For	For
Deere & Company	1h	Elect Director Gregory R. Page	No	For	For	For	For
Deere & Company	1i	Elect Director Sherry M. Smith	No	For	For	For	For
Deere & Company	1j	Elect Director Dmitri L. Stockton	No	For	For	For	For
Deere & Company	1k	Elect Director Sheila G. Talton	No	For	For	For	For
Deere & Company	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Deere & Company	3	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Deere & Company	4	Report on GHG Reduction Policies and Their Impact on Revenue Generation	No	Against	Against	Against	Against
Deere & Company	5	Civil Rights and Non-Discrimination Audit Proposal	No	Against	Against	Against	Against
Deere & Company	6	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	No	Against	For	For	For
Eaton Corporation plc	1a	Elect Director Craig Arnold	No	For	For	For	For
Eaton Corporation plc	1b	Elect Director Silvio Napoli	No	For	For	For	For
Eaton Corporation plc	1c	Elect Director Gregory R. Page	No	For	For	For	For
Eaton Corporation plc	1d	Elect Director Sandra Pianalto	No	For	For	For	For
Eaton Corporation plc	1e	Elect Director Robert V. Pragada	No	For	For	For	For
Eaton Corporation plc	1f	Elect Director Lori J. Ryerkerk	No	For	For	For	For
Eaton Corporation plc	1g	Elect Director Gerald B. Smith	No	For	For	For	For
Eaton Corporation plc	1h	Elect Director Dorothy C. Thompson	No	For	For	For	For
Eaton Corporation plc	1i	Elect Director Darryl L. Wilson	No	For	For	For	For
Eaton Corporation plc	2	Ratify Ernst & Young as Auditors and Authorize Their Remuneration	No	For	For	For	For
Eaton Corporation plc	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Eaton Corporation plc	4	Authorize Issue of Equity with Pre-emptive Rights	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Eaton Corporation plc	5	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Eaton Corporation plc	6	Authorize Share Repurchase of Issued Share Capital	No	For	For	For	For
Ecolab Inc.	1a	Elect Director Judson B. Althoff	No	For	For	For	For
Ecolab Inc.	1b	Elect Director Shari L. Ballard	No	For	For	For	For
Ecolab Inc.	1c	Elect Director Christophe Beck	No	For	For	For	For
Ecolab Inc.	1d	Elect Director Eric M. Green	No	For	For	For	For
Ecolab Inc.	1e	Elect Director Arthur J. Higgins	No	For	For	For	For
Ecolab Inc.	1f	Elect Director Michael Larson	No	For	For	For	For
Ecolab Inc.	1g	Elect Director David W. MacLennan	No	For	For	For	For
Ecolab Inc.	1h	Elect Director Tracy B. McKibben	No	For	For	For	For
Ecolab Inc.	1i	Elect Director Lionel L. Nowell, III	No	For	For	For	For
Ecolab Inc.	1j	Elect Director Victoria J. Reich	No	For	For	For	For
Ecolab Inc.	1k	Elect Director Suzanne M. Vautrinot	No	For	For	For	For
Ecolab Inc.	1l	Elect Director John J. Zillmer	No	For	For	For	For
Ecolab Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Ecolab Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Ecolab Inc.	4	Require Independent Board Chair	No	Against	For	For	Against
Enphase Energy, Inc.	1.1	Elect Director Badrinarayanan Kothandaraman	No	For	For	For	For
Enphase Energy, Inc.	1.2	Elect Director Joseph Malchow	No	For	For	For	For
Enphase Energy, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Enphase Energy, Inc.	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	One Year
Enphase Energy, Inc.	4	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Essential Utilities, Inc.	1.1	Elect Director Elizabeth B. Amato	No	For	For	For	For
Essential Utilities, Inc.	1.2	Elect Director Christopher L. Bruner	No	For	For	For	For
Essential Utilities, Inc.	1.3	Elect Director David A. Ciesinski	No	For	For	For	For
Essential Utilities, Inc.	1.4	Elect Director Christopher H. Franklin	No	For	For	For	For
Essential Utilities, Inc.	1.5	Elect Director Daniel J. Hilferty	No	For	For	For	For
Essential Utilities, Inc.	1.6	Elect Director Edwina Kelly	No	For	For	For	For
Essential Utilities, Inc.	1.7	Elect Director W. Bryan Lewis	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Essential Utilities, Inc.	1.8	Elect Director Tamara L. Linde	No	For	For	For	For
Essential Utilities, Inc.	1.9	Elect Director Roderick K. West	No	For	For	For	For
Essential Utilities, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Essential Utilities, Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Essential Utilities, Inc.	4	Amend Bylaws to Implement Universal Proxy Rules Governing Contested Elections of Directors	No	For	For	For	For
FMC Corporation	1a	Elect Director Pierre Brondeau	No	For	For	For	For
FMC Corporation	1b	Elect Director Eduardo E. Cordeiro	No	For	For	For	For
FMC Corporation	1c	Elect Director Carol Anthony ("John") Davidson	No	For	For	For	For
FMC Corporation	1d	Elect Director Mark Douglas	No	For	For	For	For
FMC Corporation	1e	Elect Director Kathy L. Fortmann	No	For	For	For	For
FMC Corporation	1f	Elect Director C. Scott Greer	No	For	For	For	For
FMC Corporation	1g	Elect Director K'Lynne Johnson	No	For	For	For	For
FMC Corporation	1h	Elect Director Dirk A. Kempthorne	No	For	For	For	For
FMC Corporation	1i	Elect Director Margareth Ovrum	No	For	For	For	For
FMC Corporation	1j	Elect Director Robert C. Pallash	No	For	For	For	For
FMC Corporation	1k	Elect Director Patricia Verduin	No	For	For	For	For
FMC Corporation	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
FMC Corporation	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
FMC Corporation	4	Adopt Simple Majority Vote	No	For	For	For	For
Ferguson Plc	1	Change Jurisdiction of Incorporation from Jersey to Delaware	No	For	For	For	For
Ferguson Plc	2.A	Amend Articles	No	For	For	For	For
Ferguson Plc	2.B	Permit Board to Amend Bylaws Without Shareholder Consent	No	For	For	For	One Year
Ferguson Plc	2.C	Authorize Board to Fill Vacancies	No	For	For	For	One Year
Ferguson Plc	2.D	Provide Right to Call a Special Meeting	No	For	Against	Against	Against
Ferguson Plc	2.E	Amend Certificate of Incorporation to Limit the Liability of Officers	No	For	For	For	One Year



## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Ferguson Plc	2.F	Amend Exclusive Forum Provision	No	For	For	For	One Year
Ferguson Plc	2.G	Authorize New Class of Preferred Stock	No	For	Against	Against	Against
Ferguson Plc	2.H	Authorize a New Class of Common Stock	No	For	For	For	One Year
First Solar, Inc.	1.1	Elect Director Michael J. Ahearn	No	For	For	For	One Year
First Solar, Inc.	1.2	Elect Director Anita Marangoly George	No	For	For	For	One Year
First Solar, Inc.	1.3	Elect Director Molly E. Joseph	No	For	For	For	One Year
First Solar, Inc.	1.4	Elect Director Lisa A. Kro	No	For	For	For	One Year
First Solar, Inc.	1.5	Elect Director William J. Post	No	For	For	For	One Year
First Solar, Inc.	1.6	Elect Director Venkata "Murthy" Renduchintala	No	For	For	For	One Year
First Solar, Inc.	1.7	Elect Director Paul H. Stebbins	No	For	For	For	One Year
First Solar, Inc.	1.8	Elect Director Michael T. Sweeney	No	For	For	For	One Year
First Solar, Inc.	1.9	Elect Director Mark R. Widmar	No	For	For	For	One Year
First Solar, Inc.	1.10	Elect Director Norman L. Wright	No	For	For	For	One Year
First Solar, Inc.	2	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	One Year
First Solar, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	One Year
First Solar, Inc.	4	Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	No	For	For	For	One Year
First Solar, Inc.	5	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	No	Against	For	For	One Year
Gladstone Land Corporation	1.1	Elect Director Michela A. English	No	For	Withhold	Withhold	Withhold
Gladstone Land Corporation	1.2	Elect Director Anthony W. Parker	No	For	Withhold	Withhold	Withhold
Gladstone Land Corporation	2	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	One Year
Greencoat Renewables PLC	1	Accept Financial Statements and Statutory Reports	No	For	For	For	One Year
Greencoat Renewables PLC	2a	Re-elect Ronan Murphy as Director	No	For	For	For	One Year
Greencoat Renewables PLC	2b	Re-elect Emer Gilvarry as Director	No	For	For	For	One Year
Greencoat Renewables PLC	2c	Re-elect Kevin McNamara as Director	No	For	For	For	One Year
Greencoat Renewables PLC	2d	Re-elect Marco Graziano as Director	No	For	Against	Against	For
Greencoat Renewables PLC	2e	Re-elect Eva Lindqvist as Director	No	For	For	For	One Year
Greencoat Renewables PLC	3	Ratify BDO as Auditors	No	For	For	For	One Year
Greencoat Renewables PLC	4	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	One Year

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Greencoat Renewables PLC	5	Authorise Issue of Equity	No	For	For	For	One Year
Greencoat Renewables PLC	6	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	One Year
Greencoat Renewables PLC	7	Authorise Issue of Equity without Pre-emptive Rights (Additional Authority)	No	For	For	For	One Year
Greencoat Renewables PLC	8	Authorise Market Purchase of Ordinary Shares	No	For	For	For	One Year
Greencoat Renewables PLC	9	Determine the Price Range at which Treasury Shares may be Re-issued Off-Market	No	For	For	For	For
Guangdong Investment Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Guangdong Investment Limited	2	Approve Final Dividend	No	For	For	For	For
Guangdong Investment Limited	3.1	Elect Bai Tao as Director	No	For	For	For	For
Guangdong Investment Limited	3.2	Elect Feng Qingchun as Director	No	For	For	For	For
Guangdong Investment Limited	3.3	Elect Wen Yinheng as Director	No	For	For	For	For
Guangdong Investment Limited	3.4	Elect Chan Cho Chak, John as Director	No	For	For	For	For
Guangdong Investment Limited	3.5	Elect Li Man Bun, Brian David as Director	No	For	For	For	For
Guangdong Investment Limited	3.6	Authorize Board to Fix Remuneration of Directors	No	For	For	For	For
Guangdong Investment Limited	4	Approve KPMG as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Guangdong Investment Limited	5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against	Against
Guangdong Investment Limited	6	Authorize Repurchase of Issued Share Capital	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.1	Elect Director Jeffrey W. Eckel	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.2	Elect Director Lizabeth A. Ardisana	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.3	Elect Director Clarence D. Armbrister	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.4	Elect Director Teresa M. Brenner	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.5	Elect Director Nancy C. Floyd	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.6	Elect Director Jeffrey A. Lipson	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.7	Elect Director Charles M. O'Neil	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.8	Elect Director Richard J. Osborne	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.9	Elect Director Steven G. Osgood	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.10	Elect Director Kimberly A. Reed	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	4	Change State of Incorporation from Maryland to Delaware	No	For	For	For	For
Iberdrola SA	1	Approve Consolidated and Standalone Financial Statements	No	For	For	For	For
Iberdrola SA	2	Approve Consolidated and Standalone Management Reports	No	For	For	For	For
Iberdrola SA	3	Approve Non-Financial Information Statement	No	For	For	For	For
Iberdrola SA	4	Approve Discharge of Board	No	For	For	For	For
Iberdrola SA	5	Renew Appointment of KPMG Auditores as Auditor	No	For	For	For	For
Iberdrola SA	6	Amend Preamble and Articles	No	For	For	For	For
Iberdrola SA	7	Amend Articles	No	For	For	For	For
Iberdrola SA	8	Amend Articles of General Meeting Regulations	No	For	For	For	For
Iberdrola SA	9	Approve Remuneration Policy	No	For	For	For	For
Iberdrola SA	10	Approve Engagement Dividend	No	For	For	For	For
Iberdrola SA	11	Approve Allocation of Income and Dividends	No	For	For	For	For
Iberdrola SA	12	Approve Scrip Dividends	No	For	For	For	For
Iberdrola SA	13	Approve Scrip Dividends	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Iberdrola SA	14	Approve Reduction in Share Capital via Cancellation of Treasury Shares	No	For	For	For	For
Iberdrola SA	15	Advisory Vote on Remuneration Report	No	For	For	For	For
Iberdrola SA	16	Reelect Nicola Mary Brewer as Director	No	For	For	For	For
Iberdrola SA	17	Reelect Regina Helena Jorge Nunes as Director	No	For	For	For	For
Iberdrola SA	18	Reelect Inigo Victor de Oriol Ibarra as Director	No	For	For	For	For
Iberdrola SA	19	Fix Number of Directors at 14	No	For	For	For	For
Iberdrola SA	20	Authorize Increase in Capital up to 50 Percent via Issuance of Equity or Equity-Linked Securities, Excluding Preemptive Rights of up to 10 Percent	No	For	For	For	For
Iberdrola SA	21	Authorize Issuance of Convertible Bonds, Debentures, Warrants, and Other Debt Securities up to EUR 5 Billion with Exclusion of Preemptive Rights up to 10 Percent of Capital	No	For	For	For	For
Iberdrola SA	22	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	For
Ittron, Inc.	1a	Elect Director Sanjay Mirchandani	No	For	For	For	For
Ittron, Inc.	1b	Elect Director Thomas L. Deitrich	No	For	For	For	For
Ittron, Inc.	1c	Elect Director Timothy M. Leyden	No	For	For	For	For
Ittron, Inc.	1d	Elect Director Santiago Perez	No	For	For	For	For
Ittron, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Ittron, Inc.	3	Amend Omnibus Stock Plan	No	For	For	For	For
Ittron, Inc.	4	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Johnson Controls International plc	1a	Elect Director Timothy Archer	No	For	For	For	For
Johnson Controls International plc	1b	Elect Director Jean Blackwell	No	For	For	For	For
Johnson Controls International plc	1c	Elect Director Pierre Cohade	No	For	For	For	For
Johnson Controls International plc	1d	Elect Director W. Roy Dunbar	No	For	For	For	For
Johnson Controls International plc	1e	Elect Director Gretchen R. Haggerty	No	For	For	For	For
Johnson Controls International plc	1f	Elect Director Ayesha Khanna	No	For	For	For	For
Johnson Controls International plc	1g	Elect Director Seetarama (Swamy) Kotagiri	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Johnson Controls International plc	1h	Elect Director Simone Menne	No	For	For	For	For
Johnson Controls International plc	1i	Elect Director George R. Oliver	No	For	For	For	For
Johnson Controls International plc	1j	Elect Director Jurgen Tinggren	No	For	For	For	For
Johnson Controls International plc	1k	Elect Director Mark Vergnano	No	For	For	For	For
Johnson Controls International plc	1l	Elect Director John D. Young	No	For	For	For	For
Johnson Controls International plc	2a	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Johnson Controls International plc	2b	Authorize Board to Fix Remuneration of Auditors	No	For	For	For	For
Johnson Controls International plc	3	Authorize Market Purchases of Company Shares	No	For	For	For	For
Johnson Controls International plc	4	Determine Price Range for Reissuance of Treasury Shares	No	For	For	For	For
Johnson Controls International plc	5	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Johnson Controls International plc	6	Approve the Directors' Authority to Allot Shares	No	For	For	For	For
Johnson Controls International plc	7	Approve the Disapplication of Statutory Pre-Emption Rights	No	For	For	For	For
K+S AG	2	Approve Allocation of Income and Dividends of EUR 0.70 per Share	No	For	For	For	For
K+S AG	3	Approve Discharge of Management Board for Fiscal Year 2023	No	For	For	For	For
K+S AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2023	No	For	For	For	For
K+S AG	5	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2024	No	For	For	For	For
K+S AG	6	Elect Carl-Albrecht Bartmer to the Supervisory Board	No	For	For	For	For
K+S AG	7	Approve Remuneration Report	No	For	Against	Against	Against
K+S AG	8	Approve Remuneration Policy for the Management Board	No	For	For	For	For
K+S AG	9	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	No	For	For	For	For
K+S AG	10	Amend Articles Re: Virtual-Only Shareholder Meetings Until 2029	No	Against	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
K+S AG	11	Voting Instructions for Motions or Nominations by Shareholders that are not Made Accessible Before the AGM and that are Made or Amended in the Course of the AGM	No	None	Against	Against	Against
Kerry Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Kerry Group Plc	2	Approve Final Dividend	No	For	For	For	For
Kerry Group Plc	3a	Elect Genevieve Berger as Director	No	For	For	For	For
Kerry Group Plc	3b	Elect Catherine Godson as Director	No	For	For	For	For
Kerry Group Plc	3c	Elect Liz Hewitt as Director	No	For	For	For	For
Kerry Group Plc	4a	Re-elect Gerry Behan as Director	No	For	For	For	For
Kerry Group Plc	4b	Re-elect Fiona Dawson as Director	No	For	For	For	For
Kerry Group Plc	4c	Re-elect Emer Gilvarry as Director	No	For	For	For	For
Kerry Group Plc	4d	Re-elect Michael Kerr as Director	No	For	For	For	For
Kerry Group Plc	4e	Re-elect Marguerite Larkin as Director	No	For	For	For	For
Kerry Group Plc	4f	Re-elect Tom Moran as Director	No	For	For	For	For
Kerry Group Plc	4g	Re-elect Christopher Rogers as Director	No	For	For	For	For
Kerry Group Plc	4h	Re-elect Patrick Rohan as Director	No	For	For	For	For
Kerry Group Plc	4i	Re-elect Edmond Scanlon as Director	No	For	For	For	For
Kerry Group Plc	4j	Re-elect Jinlong Wang as Director	No	For	For	For	For
Kerry Group Plc	5	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Kerry Group Plc	6	Approve Remuneration Report	No	For	For	For	For
Kerry Group Plc	7	Approve Remuneration Policy	No	For	For	For	For
Kerry Group Plc	8	Amend 2021 Long-Term Incentive Plan	No	For	For	For	For
Kerry Group Plc	9	Authorise Issue of Equity	No	For	For	For	For
Kerry Group Plc	10	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Kerry Group Plc	11	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Specified Capital Investment	No	For	For	For	For
Kerry Group Plc	12	Authorise Market Purchase of A Ordinary Shares	No	For	For	For	For
Kerry Group Plc	13	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Kingspan Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Kingspan Group Plc	2	Approve Final Dividend	No	For	For	For	For
Kingspan Group Plc	3a	Re-elect Jost Massenbergs as Director	No	For	Against	Against	For
Kingspan Group Plc	3b	Re-elect Gene Murtagh as Director	No	For	For	For	For
Kingspan Group Plc	3c	Re-elect Geoff Doherty as Director	No	For	For	For	For
Kingspan Group Plc	3d	Re-elect Russell Shiels as Director	No	For	For	For	For
Kingspan Group Plc	3e	Re-elect Gilbert McCarthy as Director	No	For	For	For	For
Kingspan Group Plc	3f	Re-elect Linda Hickey as Director	No	For	For	For	For
Kingspan Group Plc	3g	Re-elect Anne Heraty as Director	No	For	For	For	For
Kingspan Group Plc	3h	Re-elect Eimear Moloney as Director	No	For	For	For	For
Kingspan Group Plc	3i	Re-elect Paul Murtagh as Director	No	For	For	For	For
Kingspan Group Plc	3j	Re-elect Senan Murphy as Director	No	For	For	For	For
Kingspan Group Plc	3k	Elect Louise Phelan as Director	No	For	For	For	For
Kingspan Group Plc	4	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Kingspan Group Plc	5	Approve Remuneration Report	No	For	For	For	For
Kingspan Group Plc	6	Authorise Issue of Equity	No	For	For	For	For
Kingspan Group Plc	7	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Kingspan Group Plc	8	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Kingspan Group Plc	9	Authorise Market Purchase of Shares	No	For	For	For	For
Kingspan Group Plc	10	Authorise Reissuance of Treasury Shares	No	For	For	For	For
Kingspan Group Plc	11	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Kubota Corp.	1.1	Elect Director Kitao, Yuichi	No	For	For	For	For
Kubota Corp.	1.2	Elect Director Yoshikawa, Masato	No	For	For	For	For
Kubota Corp.	1.3	Elect Director Watanabe, Dai	No	For	For	For	For
Kubota Corp.	1.4	Elect Director Kimura, Hiroto	No	For	For	For	For
Kubota Corp.	1.5	Elect Director Yoshioka, Eiji	No	For	For	For	For
Kubota Corp.	1.6	Elect Director Hanada, Shingo	No	For	For	For	For
Kubota Corp.	1.7	Elect Director Matsuda, Yuzuru	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Kubota Corp.	1.8	Elect Director Shintaku, Yutaro	No	For	For	For	For
Kubota Corp.	1.9	Elect Director Arakane, Kumi	No	For	For	For	For
Kubota Corp.	1.10	Elect Director Kawana, Koichi	No	For	For	For	For
Kubota Corp.	2.1	Appoint Statutory Auditor Ito, Kazushi	No	For	For	For	For
Kubota Corp.	2.2	Appoint Statutory Auditor Yamada, Yuichi	No	For	For	For	For
Kubota Corp.	3	Appoint Alternate Statutory Auditor Iwamoto, Hogara	No	For	For	For	For
Kurita Water Industries Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 42	No	For	For	For	For
Kurita Water Industries Ltd.	2.1	Elect Director Kadota, Michiya	No	For	For	For	For
Kurita Water Industries Ltd.	2.2	Elect Director Ejiri, Hirohiko	No	For	For	For	For
Kurita Water Industries Ltd.	2.3	Elect Director Shirode, Shuji	No	For	For	For	For
Kurita Water Industries Ltd.	2.4	Elect Director Muto, Yukihiko	No	For	For	For	For
Kurita Water Industries Ltd.	2.5	Elect Director Kobayashi, Kenjiro	No	For	For	For	For
Kurita Water Industries Ltd.	2.6	Elect Director Tanaka, Keiko	No	For	For	For	For
Kurita Water Industries Ltd.	2.7	Elect Director Miyazaki, Masahiro	No	For	For	For	For
Kurita Water Industries Ltd.	2.8	Elect Director Takayama, Yoshiko	No	For	For	For	For
Lindsay Corporation	1.1	Elect Director Robert E. Brunner	No	For	For	For	For
Lindsay Corporation	1.2	Elect Director Randy A. Wood	No	For	For	For	For
Lindsay Corporation	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
Lindsay Corporation	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
NORMA Group SE	2	Approve Allocation of Income and Dividends of EUR 0.45 per Share	No	For	For	For	For
NORMA Group SE	3.1	Approve Discharge of Management Board Member Miguel Borrego for Fiscal Year 2023	No	For	For	For	For
NORMA Group SE	3.2	Approve Discharge of Management Board Member Guido Grandi for Fiscal Year 2023	No	For	For	For	For
NORMA Group SE	3.3	Approve Discharge of Management Board Member Daniel Heymann for Fiscal Year 2023	No	For	For	For	For
NORMA Group SE	3.4	Approve Discharge of Management Board Member Friedrich Klein for Fiscal Year 2023	No	For	For	For	For



## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
NORMA Group SE	3.5	Approve Discharge of Management Board Member Annette Stieve for Fiscal Year 2023	No	For	For	For	For
NORMA Group SE	4.1	Approve Discharge of Supervisory Board Member Miguel Borrego for Fiscal Year 2023	No	For	For	For	For
NORMA Group SE	4.2	Approve Discharge of Supervisory Board Member Markus Distelhoff for Fiscal Year 2023	No	For	For	For	For
NORMA Group SE	4.3	Approve Discharge of Supervisory Board Member Rita Forst for Fiscal Year 2023	No	For	For	For	For
NORMA Group SE	4.4	Approve Discharge of Supervisory Board Member Guenter Hauptmann for Fiscal Year 2023	No	For	For	For	For
NORMA Group SE	4.5	Approve Discharge of Supervisory Board Member Denise Koopmans for Fiscal Year 2023	No	For	For	For	For
NORMA Group SE	4.6	Approve Discharge of Supervisory Board Member Knut Michelberger for Fiscal Year 2023	No	For	For	For	For
NORMA Group SE	4.7	Approve Discharge of Supervisory Board Member Erika Schulte for Fiscal Year 2023	No	For	For	For	For
NORMA Group SE	4.8	Approve Discharge of Supervisory Board Member Mark Wilhelms for Fiscal Year 2023	No	For	For	For	For
NORMA Group SE	5	Ratify KPMG AG as Auditors for Fiscal Year 2024	No	For	For	For	For
NORMA Group SE	6	Elect Mark Wilhelms to the Supervisory Board	No	For	For	For	For
NORMA Group SE	7	Approve Remuneration Report	No	For	For	For	For
NORMA Group SE	8	Approve Remuneration Policy	No	For	For	For	For
NXP Semiconductors N.V.	1	Adopt Financial Statements and Statutory Reports	No	For	For	For	For
NXP Semiconductors N.V.	2	Approve Discharge of Board Members	No	For	For	For	For
NXP Semiconductors N.V.	3a	Reelect Kurt Sievers as Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3b	Reelect Annette Clayton as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3c	Reelect Anthony Foxx as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3d	Reelect Moshe Gavrielov as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3e	Reelect Chunyuan Gu as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3f	Reelect Lena Olving as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3g	Reelect Julie Southern as Non-Executive Director	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
NXP Semiconductors N.V.	3h	Reelect Jasmin Staiblin as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3i	Reelect Gregory Summe as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3j	Reelect Karl-Henrik Sundstrom as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	4	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital	No	For	For	For	For
NXP Semiconductors N.V.	5	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For	For	For
NXP Semiconductors N.V.	6	Authorize Share Repurchase Program	No	For	For	For	For
NXP Semiconductors N.V.	7	Approve Cancellation of Ordinary Shares	No	For	For	For	For
NXP Semiconductors N.V.	8	Ratify Ernst & Young Accountants LLP as Auditors	No	For	For	For	For
NXP Semiconductors N.V.	9	Approve Remuneration of the Non Executive Members of the Board	No	For	For	For	For
NXP Semiconductors N.V.	10	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
NextEra Energy, Inc.	1a	Elect Director Nicole S. Arnaboldi	No	For	For	For	For
NextEra Energy, Inc.	1b	Elect Director James L. Camaren	No	For	For	For	For
NextEra Energy, Inc.	1c	Elect Director Naren K. Gursahaney	No	For	Against	Against	For
NextEra Energy, Inc.	1d	Elect Director Kirk S. Hachigian	No	For	For	For	For
NextEra Energy, Inc.	1e	Elect Director Maria G. Henry	No	For	For	For	For
NextEra Energy, Inc.	1f	Elect Director John W. Ketchum	No	For	For	For	For
NextEra Energy, Inc.	1g	Elect Director Amy B. Lane	No	For	For	For	For
NextEra Energy, Inc.	1h	Elect Director David L. Porges	No	For	For	For	For
NextEra Energy, Inc.	1i	Elect Director Deborah L. "Dev" Stahlkopf	No	For	For	For	For
NextEra Energy, Inc.	1j	Elect Director John A. Stall	No	For	For	For	For
NextEra Energy, Inc.	1k	Elect Director Darryl L. Wilson	No	For	For	For	For
NextEra Energy, Inc.	2	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
NextEra Energy, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
NextEra Energy, Inc.	4	Disclose Board Skills and Diversity Matrix	No	Against	For	For	For
NextEra Energy, Inc.	5	Report on Climate Lobbying	No	Against	For	For	For
Northland Power Inc.	1	Elect Director John W. Brace	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Northland Power Inc.	2	Elect Director Doyle Beneby	No	For	For	For	For
Northland Power Inc.	3	Elect Director Lisa Colnett	No	For	For	For	For
Northland Power Inc.	4	Elect Director Kevin Glass	No	For	For	For	For
Northland Power Inc.	5	Elect Director Keith Halbert	No	For	For	For	For
Northland Power Inc.	6	Elect Director Helen Mallovy Hicks	No	For	For	For	For
Northland Power Inc.	7	Elect Director Ian Pearce	No	For	For	For	For
Northland Power Inc.	8	Elect Director Eckhardt Ruemmler	No	For	For	For	For
Northland Power Inc.	9	Elect Director Ellen Smith	No	For	For	For	For
Northland Power Inc.	10	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Northland Power Inc.	11	Advisory Vote on Executive Compensation Approach	No	For	For	For	For
Nutrien Ltd.	1.1	Elect Director Christopher M. Burley	No	For	For	For	For
Nutrien Ltd.	1.2	Elect Director Maura J. Clark	No	For	For	For	For
Nutrien Ltd.	1.3	Elect Director Russell K. Girling	No	For	For	For	For
Nutrien Ltd.	1.4	Elect Director Michael J. Hennigan	No	For	For	For	For
Nutrien Ltd.	1.5	Elect Director Miranda C. Hubbs	No	For	For	For	For
Nutrien Ltd.	1.6	Elect Director Raj S. Kushwaha	No	For	For	For	For
Nutrien Ltd.	1.7	Elect Director Julie A. Lagacy	No	For	For	For	For
Nutrien Ltd.	1.8	Elect Director Consuelo E. Madere	No	For	For	For	For
Nutrien Ltd.	1.9	Elect Director Keith G. Martell	No	For	For	For	For
Nutrien Ltd.	1.10	Elect Director Aaron W. Regent	No	For	For	For	For
Nutrien Ltd.	1.11	Elect Director Ken A. Seitz	No	For	For	For	For
Nutrien Ltd.	1.12	Elect Director Nelson L. C. Silva	No	For	For	For	For
Nutrien Ltd.	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
Nutrien Ltd.	3	Advisory Vote on Executive Compensation Approach	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.1	Accept CEO's Report and Board's Report on Operations and Results	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.2	Accept Individual and Consolidated Financial Statements	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.3	Accept Report on Compliance of Fiscal Obligations	No	For	For	For	For
Orbia Advance Corporation SAB de CV	2.1	Accept Report of Audit Committee	No	For	For	For	For
Orbia Advance Corporation SAB de CV	2.2	Accept Report of Corporate Governance Committee	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Orbia Advance Corporation SAB de CV	3.1	Approve Allocation of Individual and Consolidated Net Profit in the Amount of USD 65 Million and USD 156 Million Respectively	No	For	For	For	For
Orbia Advance Corporation SAB de CV	3.2	Approve Allocation of Individual and/or Consolidated Profits Referred to in Previous Item 3.1 to Accumulated Results Account	No	For	For	For	For
Orbia Advance Corporation SAB de CV	3.3	Approve Ordinary Cash Dividends of USD 160 Million	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.1	Ratify Antonio Del Valle Ruiz as Honorary and Lifetime Board Chairman	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2a	Elect or Ratify Juan Pablo Del Valle Perochena as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2b	Elect or Ratify Antonio Del Valle Perochena as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2c	Elect or Ratify Maria de Guadalupe Del Valle Perochena as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2d	Elect or Ratify Francisco Javier Del Valle Perochena as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2e	Elect or Ratify Guillermo Ortiz Martinez as Board Member	No	For	Against	Against	Against
Orbia Advance Corporation SAB de CV	4.2f	Elect or Ratify Divo Milan Haddad as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2g	Elect or Ratify Alma Rosa Moreno Razo as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2h	Elect or Ratify Maria Teresa Altagracia Arnal Machado as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2i	Elect or Ratify Jack Goldstein Ring as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2j	Elect or Ratify Edward Mark Rajkowski as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2k	Elect or Ratify Mihir Arvind Desai as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.3a	Elect or Ratify Juan Pablo Del Valle Perochena as Chairman of Board of Directors	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.3b	Elect or Ratify Juan Pablo Del Rio Benitez as Secretary (Non-Member) of Board	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.3c	Elect or Ratify Sheldon Vincent Hirt as Alternate Secretary (Non-Member) of Board	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Orbia Advance Corporation SAB de CV	4.4a	Elect or Ratify Edward Mark Rajkowski as Chairman of Audit Committee	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.4b	Elect or Ratify Maria Teresa Altagracia Arnal Machado as Chairman of Corporate Governance Committee	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5	Approve Remuneration of Members of Board and Key Committees	No	For	Against	Against	Against
Orbia Advance Corporation SAB de CV	6.1	Approve Cancellation of Balance of Amount Approved to be Used for Acquisition of Company's Shares	No	For	For	For	For
Orbia Advance Corporation SAB de CV	6.2	Set Aggregate Nominal Amount of Share Repurchase Reserve	No	For	Against	Against	Against
Orbia Advance Corporation SAB de CV	7	Accept Report on Adoption or Modification of Policies in Share Repurchases of Company	No	For	For	For	For
Orbia Advance Corporation SAB de CV	8	Amend Articles; Approve Certification of Company's Bylaws	No	For	For	For	For
Orbia Advance Corporation SAB de CV	9	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	For
Ormat Technologies, Inc.	1A	Elect Director Isaac Angel	No	For	For	For	For
Ormat Technologies, Inc.	1B	Elect Director Ravit Barniv	No	For	For	For	For
Ormat Technologies, Inc.	1C	Elect Director Karin Corfee	No	For	For	For	For
Ormat Technologies, Inc.	1D	Elect Director David Granot	No	For	For	For	For
Ormat Technologies, Inc.	1E	Elect Director Michal Marom	No	For	For	For	For
Ormat Technologies, Inc.	1F	Elect Director Mike Nikkel	No	For	For	For	For
Ormat Technologies, Inc.	1G	Elect Director Dafna Sharir	No	For	For	For	For
Ormat Technologies, Inc.	1H	Elect Director Stanley B. Stern	No	For	For	For	For
Ormat Technologies, Inc.	1I	Elect Director Byron G. Wong	No	For	For	For	For
Ormat Technologies, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Ormat Technologies, Inc.	3	Ratify Kesselman & Kesselman as Auditors	No	For	For	For	For
Ormat Technologies, Inc.	4	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	No	For	For	For	For
Ormat Technologies, Inc.	5	Amend Omnibus Stock Plan	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Orsted A/S	2	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Orsted A/S	3	Approve Remuneration Report (Advisory Vote)	No	For	For	For	For
Orsted A/S	4	Approve Discharge of Management and Board	No	For	For	For	For
Orsted A/S	5	Approve Treatment of Net Loss	No	For	For	For	For
Orsted A/S	6.1	Determine Number of Members (6) and Deputy Members (0) of Board	No	For	For	For	For
Orsted A/S	6.2	Elect Lene Skole as Board Chairman	No	For	For	For	For
Orsted A/S	6.3	Elect Andrew Brown as Vice Chairman	No	For	For	For	For
Orsted A/S	6.4A	Reelect Peter Korsholm as Director	No	For	For	For	For
Orsted A/S	6.4B	Reelect Dieter Wemmer as Director	No	For	For	For	For
Orsted A/S	6.4C	Reelect Julia King as Director	No	For	For	For	For
Orsted A/S	6.4D	Reelect Annica Bresky as Director	No	For	For	For	For
Orsted A/S	7	Approve Remuneration of Directors in the Amount of DKK 1.2 Million for Chairman, DKK 800,000 for Deputy Chairman and DKK 400,000 for Other Directors; Approve Remuneration for Committee Work	No	For	For	For	For
Orsted A/S	8.1	Ratify PricewaterhouseCoopers as Auditor	No	For	For	For	For
Orsted A/S	8.2	Ratify PricewaterhouseCoopers as Authorized Sustainability Auditor	No	For	For	For	For
Pentair plc	1a	Elect Director Mona Abutaleb Stephenson	No	For	For	For	For
Pentair plc	1b	Elect Director Melissa Barra	No	For	For	For	For
Pentair plc	1c	Elect Director Tracey C. Doi	No	For	For	For	For
Pentair plc	1d	Elect Director T. Michael Glenn	No	For	For	For	For
Pentair plc	1e	Elect Director Theodore L. Harris	No	For	For	For	For
Pentair plc	1f	Elect Director David A. Jones	No	For	For	For	For
Pentair plc	1g	Elect Director Gregory E. Knight	No	For	For	For	For
Pentair plc	1h	Elect Director Michael T. Speetzen	No	For	For	For	For
Pentair plc	1i	Elect Director John L. Stauch	No	For	For	For	For
Pentair plc	1j	Elect Director Billie I. Williamson	No	For	For	For	For
Pentair plc	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Pentair plc	3	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Pentair plc	4	Renew the Board's Authority to Issue Shares Under Irish Law	No	For	For	For	For
Pentair plc	5	Renew the Board's Authority to Opt-Out of Statutory Preemption Rights Under Irish Law	No	For	For	For	For
Pentair plc	6	Determine Price Range for Reissuance of Treasury Shares	No	For	For	For	For
RWE AG	2	Approve Allocation of Income and Dividends of EUR 1.00 per Share	No	For	For	For	For
RWE AG	3.1	Approve Discharge of Management Board Member Markus Krebber for Fiscal Year 2023	No	For	For	For	For
RWE AG	3.2	Approve Discharge of Management Board Member Katja van Doren for Fiscal Year 2023	No	For	For	For	For
RWE AG	3.3	Approve Discharge of Management Board Member Michael Mueller for Fiscal Year 2023	No	For	For	For	For
RWE AG	3.4	Approve Discharge of Management Board Member Zvezdana Seeger for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.1	Approve Discharge of Supervisory Board Member Werner Brandt for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.2	Approve Discharge of Supervisory Board Member Ralf Sikorski for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.3	Approve Discharge of Supervisory Board Member Michael Bochinsky for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.4	Approve Discharge of Supervisory Board Member Sandra Bossemeyer for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.5	Approve Discharge of Supervisory Board Member Hans Buenting for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.6	Approve Discharge of Supervisory Board Member Matthias Duerbaum for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.7	Approve Discharge of Supervisory Board Member Ute Gerbaulet for Fiscal Year 2023	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
RWE AG	4.8	Approve Discharge of Supervisory Board Member Hans-Peter Keitel for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.9	Approve Discharge of Supervisory Board Member Monika Kircher for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.10	Approve Discharge of Supervisory Board Member Thomas Kufen for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.11	Approve Discharge of Supervisory Board Member Reiner van Limbeck for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.12	Approve Discharge of Supervisory Board Member Harald Louis for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.13	Approve Discharge of Supervisory Board Member Dagmar Paasch for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.14	Approve Discharge of Supervisory Board Member Erhard Schipporeit for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.15	Approve Discharge of Supervisory Board Member Dirk Schumacher for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.16	Approve Discharge of Supervisory Board Member Ullrich Sierau for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.17	Approve Discharge of Supervisory Board Member Hauke Stars for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.18	Approve Discharge of Supervisory Board Member Helle Valentin for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.19	Approve Discharge of Supervisory Board Member Andreas Wagner for Fiscal Year 2023	No	For	For	For	For
RWE AG	4.20	Approve Discharge of Supervisory Board Member Marion Weckes for Fiscal Year 2023	No	For	For	For	For
RWE AG	5	Ratify Deloitte GmbH as Auditors for Fiscal Year 2024	No	For	For	For	For
RWE AG	6.1	Elect Frank Appel to the Supervisory Board	No	For	For	For	For
RWE AG	6.2	Elect Ute Gerbault to the Supervisory Board	No	For	For	For	For
RWE AG	6.3	Elect Joerg Rocholl to the Supervisory Board	No	For	For	For	For
RWE AG	6.4	Elect Thomas Westphal to the Supervisory Board	No	For	For	For	For



## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
RWE AG	7	Approve Remuneration Report	No	For	For	For	For
Roper Technologies, Inc.	1.1	Elect Director Shellye L. Archambeau	No	For	For	For	For
Roper Technologies, Inc.	1.2	Elect Director Amy Woods Brinkley	No	For	For	For	For
Roper Technologies, Inc.	1.3	Elect Director Irene M. Esteves	No	For	For	For	For
Roper Technologies, Inc.	1.4	Elect Director L. Neil Hunn	No	For	For	For	For
Roper Technologies, Inc.	1.5	Elect Director Robert D. Johnson	No	For	For	For	For
Roper Technologies, Inc.	1.6	Elect Director Thomas P. Joyce, Jr.	No	For	For	For	For
Roper Technologies, Inc.	1.7	Elect Director John F. Murphy	No	For	For	For	For
Roper Technologies, Inc.	1.8	Elect Director Laura G. Thatcher	No	For	For	For	For
Roper Technologies, Inc.	1.9	Elect Director Richard F. Wallman	No	For	For	For	For
Roper Technologies, Inc.	1.10	Elect Director Christopher Wright	No	For	For	For	For
Roper Technologies, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Roper Technologies, Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Roper Technologies, Inc.	4	Adopt Simple Majority Vote	No	None	For	For	For
Samsung SDI Co., Ltd.	1	Approve Financial Statements and Allocation of Income	No	For	For	For	For
Samsung SDI Co., Ltd.	2.1	Elect Kim Jong-seong as Inside Director	No	For	For	For	For
Samsung SDI Co., Ltd.	2.2	Elect Park Jin as Inside Director	No	For	For	For	For
Samsung SDI Co., Ltd.	3	Approve Total Remuneration of Inside Directors and Outside Directors	No	For	For	For	For
Schneider Electric SE	1	Approve Financial Statements and Statutory Reports	No	For	For	For	For
Schneider Electric SE	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	For
Schneider Electric SE	3	Approve Allocation of Income and Dividends of EUR 3.50 per Share	No	For	For	For	For
Schneider Electric SE	4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	No	For	For	For	For
Schneider Electric SE	5	Appoint Mazars as Auditor for the Sustainability Reporting	No	For	For	For	For
Schneider Electric SE	6	Appoint PricewaterhouseCoopers Audit as Auditor for the Sustainability Reporting	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Schneider Electric SE	7	Approve Compensation Report of Corporate Officers	No	For	For	For	For
Schneider Electric SE	8	Approve Compensation of Jean-Pascal Tricoire, Chairman and CEO fom January 1, 2023 until May 3, 2023	No	For	For	For	For
Schneider Electric SE	9	Approve Compensation of Peter Herweck, CEO since May 4, 2023	No	For	For	For	For
Schneider Electric SE	10	Approve Compensation of Jean-Pascal Tricoire, Chairman of the Board since May 4, 2023	No	For	For	For	For
Schneider Electric SE	11	Approve Remuneration Policy of CEO	No	For	For	For	For
Schneider Electric SE	12	Approve Remuneration Policy of Chairman of the Board	No	For	For	For	For
Schneider Electric SE	13	Approve Remuneration Policy of Directors	No	For	For	For	For
Schneider Electric SE	14	Reelect Fred Kindle as Director	No	For	For	For	For
Schneider Electric SE	15	Reelect Cecile Cabanis as Director	No	For	For	For	For
Schneider Electric SE	16	Reelect Jill Lee as Director	No	For	For	For	For
Schneider Electric SE	17	Elect Philippe Knoche as Director	No	For	For	For	For
Schneider Electric SE	18	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
Schneider Electric SE	19	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	For	For
Schneider Electric SE	20	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees of International Subsidiaries	No	For	For	For	For
Schneider Electric SE	21	Authorize Filing of Required Documents/Other Formalities	No	For	For	For	For
Shoals Technologies Group, Inc.	1.1	Elect Director Brad Forth	No	For	Withhold	Withhold	Withhold
Shoals Technologies Group, Inc.	1.2	Elect Director Robert Julian	No	For	For	For	For
Shoals Technologies Group, Inc.	1.3	Elect Director Brandon Moss	No	For	For	For	For
Shoals Technologies Group, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Shoals Technologies Group, Inc.	3	Declassify the Board of Directors	No	For	For	For	For
Shoals Technologies Group, Inc.	4	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	No	For	For	For	For
Shoals Technologies Group, Inc.	5	Ratify BDO USA, LLP as Auditors	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Sociedad Quimica y Minera de Chile SA	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	2	Designate Auditors	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	3	Designate Risk Assessment Companies	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	4	Designate Account Inspectors	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	5	Approve Investment Policy	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	6	Approve Financing Policy	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	7	Approve Dividends of USD 0.21 Per Share	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	8.A	Elect Antonio Gil Nievas as Director Representing Series B Shareholders	No	None	For	For	For
Sociedad Quimica y Minera de Chile SA	8.B	Elect Directors	No	None	Abstain	Abstain	Abstain
Sociedad Quimica y Minera de Chile SA	9	Approve Remuneration of Board of Directors and Board Committees	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	10	Designate Newspaper to Publish Meeting Announcements, Other Business and Execution of Shareholders' Meeting Resolutions	No	For	For	For	For
Sunnova Energy International, Inc.	1.1	Elect Director Nora Mead Brownell	No	For	Withhold	Withhold	Withhold
Sunnova Energy International, Inc.	1.2	Elect Director C. Park Shaper	No	For	For	For	For
Sunnova Energy International, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Sunnova Energy International, Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Sunnova Energy International, Inc.	4	Amend Exclusive Forum Provision	No	For	For	For	For
Sunnova Energy International, Inc.	5	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	No	For	For	For	For
Sunrun, Inc.	1.1	Elect Director Katherine August-deWilde	No	For	For	For	For
Sunrun, Inc.	1.2	Elect Director Sonita Lontoh	No	For	For	For	For
Sunrun, Inc.	1.3	Elect Director Gerald Risk	No	For	For	For	For
Sunrun, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	Against	Against	Against
Sunrun, Inc.	3	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
The Mosaic Company	1a	Elect Director Cheryl K. Beebe	No	For	For	For	For
The Mosaic Company	1b	Elect Director Gregory L. Ebel	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
The Mosaic Company	1c	Elect Director Bruce M. Bodine	No	For	For	For	For
The Mosaic Company	1d	Elect Director Timothy S. Gitzel	No	For	For	For	For
The Mosaic Company	1e	Elect Director Emery N. Koenig	No	For	For	For	For
The Mosaic Company	1f	Elect Director Jody L. Kuzenko	No	For	For	For	For
The Mosaic Company	1g	Elect Director David T. Seaton	No	For	For	For	For
The Mosaic Company	1h	Elect Director Joao Roberto Goncalves Teixeira	No	For	For	For	For
The Mosaic Company	1i	Elect Director Gretchen H. Watkins	No	For	For	For	For
The Mosaic Company	1j	Elect Director Kelvin R. Westbrook	No	For	For	For	For
The Mosaic Company	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
The Mosaic Company	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
The Toro Company	1.1	Elect Director Gary L. Ellis	No	For	For	For	For
The Toro Company	1.2	Elect Director Jill M. Pemberton	No	For	For	For	For
The Toro Company	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
The Toro Company	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
The Weir Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
The Weir Group Plc	2	Approve Remuneration Report	No	For	For	For	For
The Weir Group Plc	3	Approve Final Dividend	No	For	For	For	For
The Weir Group Plc	4	Re-elect Barbara Jeremiah as Director	No	For	For	For	For
The Weir Group Plc	5	Re-elect Jon Stanton as Director	No	For	For	For	For
The Weir Group Plc	6	Elect Brian Puffer as Director	No	For	For	For	For
The Weir Group Plc	7	Elect Andrew Agg as Director	No	For	For	For	For
The Weir Group Plc	8	Re-elect Dame Nicola Brewer as Director	No	For	For	For	For
The Weir Group Plc	9	Elect Penelope Freer as Director	No	For	For	For	For
The Weir Group Plc	10	Re-elect Tracey Kerr as Director	No	For	For	For	For
The Weir Group Plc	11	Re-elect Ben Magara as Director	No	For	For	For	For
The Weir Group Plc	12	Re-elect Stephen Young as Director	No	For	For	For	For
The Weir Group Plc	13	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
The Weir Group Plc	14	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
The Weir Group Plc	15	Authorise Issue of Equity	No	For	For	For	For
The Weir Group Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
The Weir Group Plc	17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
The Weir Group Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
The Weir Group Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Universal Display Corporation	1a	Elect Director Steven V. Abramson	No	For	For	For	For
Universal Display Corporation	1b	Elect Director Nigel Brown	No	For	For	For	For
Universal Display Corporation	1c	Elect Director Cynthia J. Comparin	No	For	For	For	For
Universal Display Corporation	1d	Elect Director Richard C. Elias	No	For	For	For	For
Universal Display Corporation	1e	Elect Director Elizabeth H. Gemmill	No	For	For	For	For
Universal Display Corporation	1f	Elect Director C. Keith Hartley	No	For	For	For	For
Universal Display Corporation	1g	Elect Director Celia M. Joseph	No	For	For	For	For
Universal Display Corporation	1h	Elect Director Lawrence Lacerte	No	For	For	For	For
Universal Display Corporation	1i	Elect Director Joan Lau	No	For	For	For	For
Universal Display Corporation	1j	Elect Director Sidney D. Rosenblatt	No	For	For	For	For
Universal Display Corporation	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	Against	Against	Against
Universal Display Corporation	3	Ratify KPMG LLP as Auditors	No	For	For	For	For
Valmont Industries, Inc.	1.1	Elect Director Avner M. Applbaum	No	For	For	For	For
Valmont Industries, Inc.	1.2	Elect Director Daniel P. Neary	No	For	For	For	For
Valmont Industries, Inc.	1.3	Elect Director Theo Freye	No	For	For	For	For
Valmont Industries, Inc.	1.4	Elect Director Joan Robinson-Berry	No	For	For	For	For
Valmont Industries, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Valmont Industries, Inc.	3	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Veolia Environnement SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For	For
Veolia Environnement SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Veolia Environnement SA	3	Approve Allocation of Income and Dividends of EUR 1.25 per Share	No	For	For	For	For
Veolia Environnement SA	4	Approve Auditors' Special Report on Related-Party Transactions	No	For	For	For	For
Veolia Environnement SA	5	Reelect Isabelle Courville as Director	No	For	For	For	For
Veolia Environnement SA	6	Reelect Guillaume Texier as Director	No	For	For	For	For
Veolia Environnement SA	7	Elect Julia Marton-Lefevre as Director	No	For	For	For	For
Veolia Environnement SA	8	Appoint KPMG SA as Authorized Sustainability Auditors	No	For	For	For	For
Veolia Environnement SA	9	Appoint Ernst & Young et Autres as Authorized Sustainability Auditors	No	For	For	For	For
Veolia Environnement SA	10	Approve Compensation of Antoine Frerot, Chairman of the Board	No	For	For	For	For
Veolia Environnement SA	11	Approve Compensation of Estelle Brachlianoff, CEO	No	For	For	For	For
Veolia Environnement SA	12	Approve Compensation Report of Corporate Officers	No	For	For	For	For
Veolia Environnement SA	13	Approve Remuneration Policy of Chairman of the Board	No	For	For	For	For
Veolia Environnement SA	14	Approve Remuneration Policy of CEO	No	For	For	For	For
Veolia Environnement SA	15	Approve Remuneration Policy of Directors	No	For	For	For	For
Veolia Environnement SA	16	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
Veolia Environnement SA	17	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 1,088,117,500	No	For	For	For	For
Veolia Environnement SA	18	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 362,705,833	No	For	For	For	For
Veolia Environnement SA	19	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 362,705,833	No	For	For	For	For
Veolia Environnement SA	20	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Veolia Environnement SA	21	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	No	For	For	For	For
Veolia Environnement SA	22	Authorize Capitalization of Reserves of Up to EUR 400 Million for Bonus Issue or Increase in Par Value	No	For	For	For	For
Veolia Environnement SA	23	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	For	For
Veolia Environnement SA	24	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees and Corporate Officers of International Subsidiaries	No	For	For	For	For
Veolia Environnement SA	25	Authorize up to 0.35 Percent of Issued Capital for Use in Restricted Stock Plans	No	For	For	For	For
Veolia Environnement SA	26	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For	For
Veolia Environnement SA	27	Amend Article 10 of Bylaws Re: Rights and Obligations Attached to Shares	No	For	For	For	For
Veolia Environnement SA	28	Authorize Filing of Required Documents/Other Formalities	No	For	For	For	For
Veralto Corp.	1a	Elect Director Françoise Colpron	No	For	For	For	For
Veralto Corp.	1b	Elect Director Shyam P. Kambeyanda	No	For	For	For	For
Veralto Corp.	1c	Elect Director William H. King	No	For	For	For	For
Veralto Corp.	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Veralto Corp.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Veralto Corp.	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	One Year
Vestas Wind Systems A/S	2	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Vestas Wind Systems A/S	3	Approve Allocation of Income and Omission of Dividends	No	For	For	For	For
Vestas Wind Systems A/S	4	Approve Remuneration Report (Advisory Vote)	No	For	For	For	For
Vestas Wind Systems A/S	5	Approve Remuneration of Directors in the Amount of DKK 1.4 Million for Chairman, DKK 946,764 for Vice Chairman and DKK 473,382 for Other Directors; Approve Remuneration for Committee Work	No	For	For	For	For

## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Vestas Wind Systems A/S	6.a	Reelect Anders Runevad as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.b	Reelect Eva Merete Sofelde Berneke as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.c	Reelect Helle Thorning-Schmidt as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.d	Reelect Karl-Henrik Sundstrom as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.e	Reelect Lena Marie Olving as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.f	Elect William (Bill) Fehrman as New Director	No	For	For	For	For
Vestas Wind Systems A/S	6.g	Elect Henriette Hallberg Thygesen as New Director	No	For	For	For	For
Vestas Wind Systems A/S	7	Ratify Deloitte as Auditor	No	For	For	For	For
Vestas Wind Systems A/S	8.1	Amend Guidelines for Incentive-Based Compensation for Executive Management and Board	No	For	For	For	For
Vestas Wind Systems A/S	8.2	Authorize Share Repurchase Program	No	For	For	For	For
Vestas Wind Systems A/S	9	Authorize Editorial Changes to Adopted Resolutions in Connection with Registration with Danish Authorities	No	For	For	For	For
Willdan Group, Inc.	1.1	Elect Director Thomas D. Brisbin	No	For	For	For	For
Willdan Group, Inc.	1.2	Elect Director Michael A. Bieber	No	For	For	For	For
Willdan Group, Inc.	1.3	Elect Director Steven A. Cohen	No	For	For	For	For
Willdan Group, Inc.	1.4	Elect Director Cynthia A. Downes	No	For	For	For	For
Willdan Group, Inc.	1.5	Elect Director Dennis V. McGinn	No	For	For	For	For
Willdan Group, Inc.	1.6	Elect Director Wanda K. Reder	No	For	For	For	For
Willdan Group, Inc.	1.7	Elect Director Mohammad Shahidehpour	No	For	For	For	For
Willdan Group, Inc.	2	Ratify Crowe LLP as Auditors	No	For	For	For	For
Willdan Group, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Willdan Group, Inc.	4	Amend Omnibus Stock Plan	No	For	For	For	For
Xylem Inc.	1a	Elect Director Jeanne Beliveau-Dunn	No	For	For	For	For
Xylem Inc.	1b	Elect Director Earl R. Ellis	No	For	For	For	For
Xylem Inc.	1c	Elect Director Robert F. Friel	No	For	For	For	For
Xylem Inc.	1d	Elect Director Lisa Glatch	No	For	For	For	For
Xylem Inc.	1e	Elect Director Victoria D. Harker	No	For	For	For	For
Xylem Inc.	1f	Elect Director Mark D. Morelli	No	For	For	For	For
Xylem Inc.	1g	Elect Director Jerome A. Peribere	No	For	For	For	For



## B.1.a

### KBIGI Proxy Votes - January through June 2024 - Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Xylem Inc.	1h	Elect Director Matthew F. Pine	No	For	For	For	For
Xylem Inc.	1i	Elect Director Lila Tretikov	No	For	For	For	For
Xylem Inc.	1j	Elect Director Uday Yadav	No	For	For	For	For
Xylem Inc.	2	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Xylem Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Xylem Inc.	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	One Year

B.1.a

State Street Global Advisors - Proxy Votes January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
3M Company	05/14/2024	Management	1	Elect Director Thomas "Tony" K. Brown	For	For	For	For	A vote FOR the director nominees is warranted.
3M Company	05/14/2024	Management	2	Elect Director William M. Brown	For	For	For	For	A vote FOR the director nominees is warranted.
3M Company	05/14/2024	Management	3	Elect Director Audrey Choi	For	For	For	For	A vote FOR the director nominees is warranted.
3M Company	05/14/2024	Management	4	Elect Director Anne H. Chow	For	For	For	For	A vote FOR the director nominees is warranted.
3M Company	05/14/2024	Management	5	Elect Director David B. Dillon	For	For	For	For	A vote FOR the director nominees is warranted.
3M Company	05/14/2024	Management	6	Elect Director James R. Fitterling	For	For	For	For	A vote FOR the director nominees is warranted.
3M Company	05/14/2024	Management	7	Elect Director Amy E. Hood	For	For	For	For	A vote FOR the director nominees is warranted.
3M Company	05/14/2024	Management	8	Elect Director Suzan Kereere	For	For	For	For	A vote FOR the director nominees is warranted.
3M Company	05/14/2024	Management	9	Elect Director Gregory R. Page	For	For	For	For	A vote FOR the director nominees is warranted.
3M Company	05/14/2024	Management	10	Elect Director Pedro J. Pizarro	For	For	For	For	A vote FOR the director nominees is warranted.
3M Company	05/14/2024	Management	11	Elect Director Michael F. Roman	For	For	For	For	A vote FOR the director nominees is warranted.
3M Company	05/14/2024	Management	12	Elect Director Thomas W. Sweet	For	For	For	For	A vote FOR the director nominees is warranted.
3M Company	05/14/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
3M Company	05/14/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
3M Company	05/14/2024	Shareholder	15	Adopt Share Retention Policy For Senior Executives	Against	Against	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
A. O. Smith Corporation	04/09/2024	Management	1	Elect Director Victoria M. Holt	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ilham Kadri are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for governance committee members Victoria Holt and Ilham Kadri are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset and given the board's lack of responsiveness to Ronald Brown's failure to receive majority support at last year's annual meeting. A vote FOR the remaining director nominees is warranted.
A. O. Smith Corporation	04/09/2024	Management	2	Elect Director Ilham Kadri	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ilham Kadri are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for governance committee members Victoria Holt and Ilham Kadri are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset and given the board's lack of responsiveness to Ronald Brown's failure to receive majority support at last year's annual meeting. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
A. O. Smith Corporation	04/09/2024	Management	3	Elect Director Michael M. Larsen	For	For	For	For	WITHHOLD votes for Ilham Kadri are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for governance committee members Victoria Holt and Ilham Kadri are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset and given the board's lack of responsiveness to Ronald Brown's failure to receive majority support at last year's annual meeting. A vote FOR the remaining director nominees is warranted.
A. O. Smith Corporation	04/09/2024	Management	4	Elect Director Christopher L. Mapes	For	For	For	For	WITHHOLD votes for Ilham Kadri are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for governance committee members Victoria Holt and Ilham Kadri are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset and given the board's lack of responsiveness to Ronald Brown's failure to receive majority support at last year's annual meeting. A vote FOR the remaining director nominees is warranted.
A. O. Smith Corporation	04/09/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
A. O. Smith Corporation	04/09/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
A. O. Smith Corporation	04/09/2024	Shareholder	7	Report on Company's Hiring Practices with Respect to Formerly Incarcerated People	Against	Against	For	For	A vote FOR this proposal is warranted because additional information could help shareholders better understand how the company is assessing and managing the progress of its various diversity and inclusion initiatives, as they relate to fair chance employment practices.
Abbott Laboratories	04/26/2024	Management	1	Elect Director Robert J. Alpern	For	For	Against	Against	Votes AGAINST Nancy McKinstry, Robert Alpern and Sally Blount are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/26/2024	Management	2	Elect Director Claire Babineaux-Fontenot	For	For	For	For	Votes AGAINST Nancy McKinstry, Robert Alpern and Sally Blount are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/26/2024	Management	3	Elect Director Sally E. Blount	For	For	Against	Against	Votes AGAINST Nancy McKinstry, Robert Alpern and Sally Blount are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/26/2024	Management	4	Elect Director Robert B. Ford	For	For	For	For	Votes AGAINST Nancy McKinstry, Robert Alpern and Sally Blount are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Abbott Laboratories	04/26/2024	Management	5	Elect Director Paola Gonzalez	For	For	For	For	Votes AGAINST Nancy McKinstry, Robert Alpern and Sally Blount are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/26/2024	Management	6	Elect Director Michelle A. Kumbier	For	For	For	For	Votes AGAINST Nancy McKinstry, Robert Alpern and Sally Blount are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/26/2024	Management	7	Elect Director Darren W. McDew	For	For	For	For	Votes AGAINST Nancy McKinstry, Robert Alpern and Sally Blount are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/26/2024	Management	8	Elect Director Nancy McKinstry	For	For	Against	Against	Votes AGAINST Nancy McKinstry, Robert Alpern and Sally Blount are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/26/2024	Management	9	Elect Director Michael G. O'Grady	For	For	For	For	Votes AGAINST Nancy McKinstry, Robert Alpern and Sally Blount are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/26/2024	Management	10	Elect Director Michael F. Roman	For	For	For	For	Votes AGAINST Nancy McKinstry, Robert Alpern and Sally Blount are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/26/2024	Management	11	Elect Director Daniel J. Starks	For	For	For	For	Votes AGAINST Nancy McKinstry, Robert Alpern and Sally Blount are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/26/2024	Management	12	Elect Director John G. Stratton	For	For	For	For	Votes AGAINST Nancy McKinstry, Robert Alpern and Sally Blount are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/26/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Abbott Laboratories	04/26/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
AbbVie Inc.	05/03/2024	Management	1	Elect Director Roxanne S. Austin	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Gonzalez, Glenn Tilton and Roxanne Austin are warranted for lack of a majority independent board. Votes AGAINST Glenn Tilton and Roxanne Austin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AbbVie Inc.	05/03/2024	Management	2	Elect Director Richard A. Gonzalez	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Gonzalez, Glenn Tilton and Roxanne Austin are warranted for lack of a majority independent board. Votes AGAINST Glenn Tilton and Roxanne Austin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AbbVie Inc.	05/03/2024	Management	3	Elect Director Susan E. Quaggin	For	For	For	For	Votes AGAINST non-independent nominees Richard Gonzalez, Glenn Tilton and Roxanne Austin are warranted for lack of a majority independent board. Votes AGAINST Glenn Tilton and Roxanne Austin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AbbVie Inc.	05/03/2024	Management	4	Elect Director Rebecca B. Roberts	For	For	For	For	Votes AGAINST non-independent nominees Richard Gonzalez, Glenn Tilton and Roxanne Austin are warranted for lack of a majority independent board. Votes AGAINST Glenn Tilton and Roxanne Austin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AbbVie Inc.	05/03/2024	Management	5	Elect Director Glenn F. Tilton	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Gonzalez, Glenn Tilton and Roxanne Austin are warranted for lack of a majority independent board. Votes AGAINST Glenn Tilton and Roxanne Austin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AbbVie Inc.	05/03/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AbbVie Inc.	05/03/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
AbbVie Inc.	05/03/2024	Management	8	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AbbVie Inc.	05/03/2024	Management	9	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
AbbVie Inc.	05/03/2024	Shareholder	10	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted. The elimination of supermajority vote requirements would improve shareholder rights and approval of this non-binding item may convey to the board that shareholders may wish for it to take additional steps to ensure they are removed.
AbbVie Inc.	05/03/2024	Shareholder	11	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying payments would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AbbVie Inc.	05/03/2024	Shareholder	12	Report on Impact of Extended Patent Exclusivities on Product Access	Against	For	For	For	A vote FOR this proposal is warranted, because shareholders would benefit from more robust disclosure of the company's processes and oversight mechanisms for managing risks related to anti-competitive practices.
Acadia Healthcare Company, Inc.	05/23/2024	Management	1	Elect Director E. Perot Bissell	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Hunter and E. Perot Bissell are warranted for lack of a majority independent board. Votes AGAINST E. Perot Bissell are also warranted for serving as a non-independent member of a key board committee. A vote FOR Vicky B. Gregg is warranted.
Acadia Healthcare Company, Inc.	05/23/2024	Management	2	Elect Director Vicky B. Gregg	For	For	For	For	Votes AGAINST non-independent nominees Christopher Hunter and E. Perot Bissell are warranted for lack of a majority independent board. Votes AGAINST E. Perot Bissell are also warranted for serving as a non-independent member of a key board committee. A vote FOR Vicky B. Gregg is warranted.
Acadia Healthcare Company, Inc.	05/23/2024	Management	3	Elect Director Christopher H. Hunter	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Hunter and E. Perot Bissell are warranted for lack of a majority independent board. Votes AGAINST E. Perot Bissell are also warranted for serving as a non-independent member of a key board committee. A vote FOR Vicky B. Gregg is warranted.
Acadia Healthcare Company, Inc.	05/23/2024	Management	4	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Acadia Healthcare Company, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Acadia Healthcare Company, Inc.	05/23/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Accenture plc	01/31/2024	Management	1	Elect Director Jaime Ardila	For	For	For	For	Votes AGAINST Gilles Pelisson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Accenture plc	01/31/2024	Management	2	Elect Director Martin Bruder Muller	For	For	Against	Against	A vote AGAINST Martin Bruder Muller is warranted for serving on the board of more than one other publicly-traded company while serving as CEO of an outside company.
Accenture plc	01/31/2024	Management	3	Elect Director Alan Jope	For	For	For	For	Votes AGAINST Gilles Pelisson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Accenture plc	01/31/2024	Management	4	Elect Director Nancy McKinstry	For	For	For	For	Votes AGAINST Gilles Pelisson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Accenture plc	01/31/2024	Management	5	Elect Director Beth E. Mooney	For	For	For	For	Votes AGAINST Gilles Pelisson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Accenture plc	01/31/2024	Management	6	Elect Director Gilles C. Pelisson	For	For	Against	Against	Votes AGAINST Gilles Pelisson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Accenture plc	01/31/2024	Management	7	Elect Director Paula A. Price	For	For	For	For	Votes AGAINST Gilles Pelisson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Accenture plc	01/31/2024	Management	8	Elect Director Venkata (Murthy) Renduchintala	For	For	For	For	Votes AGAINST Gilles Pelisson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Accenture plc	01/31/2024	Management	9	Elect Director Arun Sarin	For	For	For	For	Votes AGAINST Gilles Pelisson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Accenture plc	01/31/2024	Management	10	Elect Director Julie Sweet	For	For	For	For	Votes AGAINST Gilles Pelisson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Accenture plc	01/31/2024	Management	11	Elect Director Tracey T. Travis	For	For	For	For	Votes AGAINST Gilles Pelisson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Accenture plc	01/31/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisite. Further, the total amount of perquisite compensation for the CEO is deemed excessive.
Accenture plc	01/31/2024	Management	13	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues concerning the features of the plan were identified.
Accenture plc	01/31/2024	Management	14	Amend Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The plan is broad based.
Accenture plc	01/31/2024	Management	15	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Accenture plc	01/31/2024	Management	16	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed amount is considered excessive.
Accenture plc	01/31/2024	Management	17	Authorize Board to Opt-Out of Statutory Pre-Emption Rights	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed amount is considered excessive.
Accenture plc	01/31/2024	Management	18	Determine Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
Acuity Brands, Inc.	01/24/2024	Management	1	Elect Director Neil M. Ashe	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	2	Elect Director Marcia J. Avedon, Ph.D.	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	3	Elect Director W. Patrick Battle	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	4	Elect Director Michael J. Bender	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	5	Elect Director G. Douglas Dillard, Jr.	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	6	Elect Director James H. Hance, Jr.	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	7	Elect Director Maya Leibman	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	8	Elect Director Laura G. O'Shaughnessy	For	For	For	For	A vote FOR the proposed director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Acuity Brands, Inc.	01/24/2024	Management	9	Elect Director Mark J. Sachleben	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	10	Elect Director Mary A. Winston	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Acuity Brands, Inc.	01/24/2024	Management	11	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Acuity Brands, Inc.	01/24/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Acuity Brands, Inc.	01/24/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Acuity Brands, Inc.	01/24/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Adobe Inc.	04/17/2024	Management	1	Elect Director Cristiano Amon	For	For	For	For	Votes AGAINST Frank Calderoni, Amy Banse, Laura Desmond and Daniel (Dan) Rosensweig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/17/2024	Management	2	Elect Director Amy Banse	For	For	Against	Against	Votes AGAINST Frank Calderoni, Amy Banse, Laura Desmond and Daniel (Dan) Rosensweig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/17/2024	Management	3	Elect Director Brett Biggs	For	For	For	For	Votes AGAINST Frank Calderoni, Amy Banse, Laura Desmond and Daniel (Dan) Rosensweig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/17/2024	Management	4	Elect Director Melanie Boulden	For	For	For	For	Votes AGAINST Frank Calderoni, Amy Banse, Laura Desmond and Daniel (Dan) Rosensweig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/17/2024	Management	5	Elect Director Frank Calderoni	For	For	Against	Against	Votes AGAINST Frank Calderoni, Amy Banse, Laura Desmond and Daniel (Dan) Rosensweig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/17/2024	Management	6	Elect Director Laura Desmond	For	For	Against	Against	Votes AGAINST Frank Calderoni, Amy Banse, Laura Desmond and Daniel (Dan) Rosensweig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Adobe Inc.	04/17/2024	Management	7	Elect Director Shantanu Narayen	For	For	For	For	Votes AGAINST Frank Calderoni, Amy Banse, Laura Desmond and Daniel (Dan) Rosensweig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/17/2024	Management	8	Elect Director Spencer Neumann	For	For	For	For	Votes AGAINST Frank Calderoni, Amy Banse, Laura Desmond and Daniel (Dan) Rosensweig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/17/2024	Management	9	Elect Director Kathleen Oberg	For	For	For	For	Votes AGAINST Frank Calderoni, Amy Banse, Laura Desmond and Daniel (Dan) Rosensweig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/17/2024	Management	10	Elect Director Dheeraj Pandey	For	For	For	For	Votes AGAINST Frank Calderoni, Amy Banse, Laura Desmond and Daniel (Dan) Rosensweig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/17/2024	Management	11	Elect Director David Ricks	For	For	For	For	Votes AGAINST Frank Calderoni, Amy Banse, Laura Desmond and Daniel (Dan) Rosensweig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/17/2024	Management	12	Elect Director Daniel Rosensweig	For	For	Against	Against	Votes AGAINST Frank Calderoni, Amy Banse, Laura Desmond and Daniel (Dan) Rosensweig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/17/2024	Management	13	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 8.92 percent is acceptable.
Adobe Inc.	04/17/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Adobe Inc.	04/17/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Adobe Inc.	04/17/2024	Shareholder	16	Require a Majority Vote Standard for the Election of Directors with Mandatory Resignation Policy	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as there are no recurring issues regarding failed director elections at the company that suggests a mandatory resignation policy is needed.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Adobe Inc.	04/17/2024	Shareholder	17	Report on Hiring of Persons with Arrest or Incarceration Records	Against	Against	For	For	A vote FOR this proposal is warranted because additional information could help shareholders better understand how the company is assessing and managing the progress of its various diversity and inclusion initiatives, as they relate to fair chance employment practices.
ADT Inc.	05/22/2024	Management	1	Elect Director James D. DeVries	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) DeVries, Benjamin Honig and Lee Solomon are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) DeVries and Lee Solomon are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members James (Jim) DeVries and Lee Solomon are additionally warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Tracey Griffin are warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.
ADT Inc.	05/22/2024	Management	2	Elect Director Tracey R. Griffin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) DeVries, Benjamin Honig and Lee Solomon are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) DeVries and Lee Solomon are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members James (Jim) DeVries and Lee Solomon are additionally warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Tracey Griffin are warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ADT Inc.	05/22/2024	Management	3	Elect Director Benjamin Honig	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) DeVries, Benjamin Honig and Lee Solomon are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) DeVries and Lee Solomon are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members James (Jim) DeVries and Lee Solomon are additionally warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Tracey Griffin are warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.
ADT Inc.	05/22/2024	Management	4	Elect Director Lee J. Solomon	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) DeVries, Benjamin Honig and Lee Solomon are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) DeVries and Lee Solomon are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members James (Jim) DeVries and Lee Solomon are additionally warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Tracey Griffin are warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.
ADT Inc.	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
ADT Inc.	05/22/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ADT Inc.	05/22/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan provides for the transferability of stock options without shareholder approval (overriding factor). * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ADT Inc.	05/22/2024	Management	8	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
ADT Inc.	05/22/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Advance Auto Parts, Inc.	05/22/2024	Management	1	Elect Director Carla J. Bailo	For	For	For	For	Votes AGAINST Governance Committee Chair Douglas Pertz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Advance Auto Parts, Inc.	05/22/2024	Management	2	Elect Director John F. Ferraro	For	For	For	For	Votes AGAINST Governance Committee Chair Douglas Pertz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Advance Auto Parts, Inc.	05/22/2024	Management	3	Elect Director Joan M. Hilson	For	For	For	For	Votes AGAINST Governance Committee Chair Douglas Pertz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Advance Auto Parts, Inc.	05/22/2024	Management	4	Elect Director Jeffrey J. Jones, II	For	For	For	For	Votes AGAINST Governance Committee Chair Douglas Pertz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Advance Auto Parts, Inc.	05/22/2024	Management	5	Elect Director Eugene I. Lee, Jr.	For	For	For	For	Votes AGAINST Governance Committee Chair Douglas Pertz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Advance Auto Parts, Inc.	05/22/2024	Management	6	Elect Director Shane M. O'Kelly	For	For	For	For	Votes AGAINST Governance Committee Chair Douglas Pertz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Advance Auto Parts, Inc.	05/22/2024	Management	7	Elect Director Douglas A. Pertz	For	For	Against	Against	Votes AGAINST Governance Committee Chair Douglas Pertz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Advance Auto Parts, Inc.	05/22/2024	Management	8	Elect Director Thomas W. Seboldt	For	For	For	For	Votes AGAINST Governance Committee Chair Douglas Pertz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Advance Auto Parts, Inc.	05/22/2024	Management	9	Elect Director Gregory L. Smith	For	For	For	For	Votes AGAINST Governance Committee Chair Douglas Pertz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Advance Auto Parts, Inc.	05/22/2024	Management	10	Elect Director Sherice R. Torres	For	For	For	For	Votes AGAINST Governance Committee Chair Douglas Pertz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Advance Auto Parts, Inc.	05/22/2024	Management	11	Elect Director A. Brent Windom	For	For	For	For	Votes AGAINST Governance Committee Chair Douglas Pertz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Advance Auto Parts, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Advance Auto Parts, Inc.	05/22/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Advance Auto Parts, Inc.	05/22/2024	Management	14	Amend Certificate of Incorporation to Eliminate or Limit the Personal Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Advanced Micro Devices, Inc.	05/08/2024	Management	1	Elect Director Nora M. Denzel	For	For	For	For	A vote FOR all director nominees is warranted.
Advanced Micro Devices, Inc.	05/08/2024	Management	2	Elect Director Mark Durcan	For	For	For	For	A vote FOR all director nominees is warranted.
Advanced Micro Devices, Inc.	05/08/2024	Management	3	Elect Director Michael P. Gregoire	For	For	For	For	A vote FOR all director nominees is warranted.
Advanced Micro Devices, Inc.	05/08/2024	Management	4	Elect Director Joseph A. Householder	For	For	For	For	A vote FOR all director nominees is warranted.
Advanced Micro Devices, Inc.	05/08/2024	Management	5	Elect Director John W. Marren	For	For	For	For	A vote FOR all director nominees is warranted.
Advanced Micro Devices, Inc.	05/08/2024	Management	6	Elect Director Jon A. Olson	For	For	For	For	A vote FOR all director nominees is warranted.
Advanced Micro Devices, Inc.	05/08/2024	Management	7	Elect Director Lisa T. Su	For	For	For	For	A vote FOR all director nominees is warranted.
Advanced Micro Devices, Inc.	05/08/2024	Management	8	Elect Director Abhi Y. Talwalkar	For	For	For	For	A vote FOR all director nominees is warranted.
Advanced Micro Devices, Inc.	05/08/2024	Management	9	Elect Director Elizabeth W. Vanderslice	For	For	For	For	A vote FOR all director nominees is warranted.
Advanced Micro Devices, Inc.	05/08/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Advanced Micro Devices, Inc.	05/08/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Advanced Micro Devices, Inc.	05/08/2024	Shareholder	12	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders ability to make use of the right. Additionally, an affirmative vote on this proposal may signal support for modifying certain restrictions the board implemented on special meeting timing and subject matter, which may otherwise hinder the effectiveness of the right.
AECOM	03/19/2024	Management	1	Elect Director Bradley W. Buss	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/19/2024	Management	2	Elect Director Lydia H. Kennard	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/19/2024	Management	3	Elect Director Derek J. Kerr	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AECOM	03/19/2024	Management	4	Elect Director Kristy Pipes	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/19/2024	Management	5	Elect Director Troy Rudd	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/19/2024	Management	6	Elect Director Douglas W. Stotlar	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/19/2024	Management	7	Elect Director Daniel R. Tishman	For	For	Against	Against	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/19/2024	Management	8	Elect Director Sander van't Noordende	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/19/2024	Management	9	Elect Director Janet C. Wolfenbarger	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/19/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AECOM	03/19/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Affiliated Managers Group, Inc.	05/22/2024	Management	1	Elect Director Karen L. Alvingham	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	2	Elect Director Dwight D. Churchill	For	For	Against	Against	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	3	Elect Director Annette Franqui	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	4	Elect Director Jay C. Horgen	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	5	Elect Director Reuben Jeffery, III	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Affiliated Managers Group, Inc.	05/22/2024	Management	6	Elect Director Felix V. Matos Rodriguez	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	7	Elect Director Tracy P. Palandjian	For	For	Against	Against	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	8	Elect Director David C. Ryan	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	9	Elect Director Loren M. Starr	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Affiliated Managers Group, Inc.	05/22/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: - the non-auditing consulting fees represent more than 25 percent of total fees paid; and - the auditor's tenure at the company exceeds seven years.
Aflac Incorporated	05/06/2024	Management	1	Elect Director Daniel P. Amos	For	For	For	For	Votes AGAINST William Bowers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/06/2024	Management	2	Elect Director W. Paul Bowers	For	For	Against	Against	Votes AGAINST William Bowers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/06/2024	Management	3	Elect Director Arthur R. Collins	For	For	For	For	Votes AGAINST William Bowers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/06/2024	Management	4	Elect Director Miwako Hosoda	For	For	For	For	Votes AGAINST William Bowers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/06/2024	Management	5	Elect Director Thomas J. Kenny	For	For	For	For	Votes AGAINST William Bowers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/06/2024	Management	6	Elect Director Georgette D. Kiser	For	For	For	For	Votes AGAINST William Bowers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/06/2024	Management	7	Elect Director Karole F. Lloyd	For	For	For	For	Votes AGAINST William Bowers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aflac Incorporated	05/06/2024	Management	8	Elect Director Nobuchika Mori	For	For	For	For	Votes AGAINST William Bowers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/06/2024	Management	9	Elect Director Joseph L. Moskowitz	For	For	For	For	Votes AGAINST William Bowers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/06/2024	Management	10	Elect Director Katherine T. Rohrer	For	For	For	For	Votes AGAINST William Bowers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Aflac Incorporated	05/06/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AGCO Corporation	04/25/2024	Management	1	Elect Director Michael C. Arnold	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	2	Elect Director Sondra L. Barbour	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	3	Elect Director Suzanne P. Clark	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	4	Elect Director Bob De Lange	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	5	Elect Director Eric P. Hansotia	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	6	Elect Director George E. Minnich	For	For	Against	Against	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	7	Elect Director Niels Porksen	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	8	Elect Director David Sagehorn	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	9	Elect Director Mallika Srinivasan	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	10	Elect Director Matthew Tsien	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AGCO Corporation	04/25/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Agilent Technologies, Inc.	03/14/2024	Management	1	Elect Director Mala Anand	For	For	For	For	Votes AGAINST Boon Hwee Koh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilent Technologies, Inc.	03/14/2024	Management	2	Elect Director Koh Boon Hwee	For	For	Against	Against	Votes AGAINST Boon Hwee Koh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilent Technologies, Inc.	03/14/2024	Management	3	Elect Director Michael R. McMullen	For	For	For	For	Votes AGAINST Boon Hwee Koh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilent Technologies, Inc.	03/14/2024	Management	4	Elect Director Daniel K. Podolsky	For	For	For	For	Votes AGAINST Boon Hwee Koh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilent Technologies, Inc.	03/14/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Agilent Technologies, Inc.	03/14/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Agilent Technologies, Inc.	03/14/2024	Shareholder	7	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement enhances shareholder rights.
agilon health, inc.	05/29/2024	Management	1	Elect Director Ravi Sachdev	For	Against	Against	Against	A vote AGAINST director nominees Steven (Steve) Sell, Ravi Sachdev, and William Wulf is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
agilon health, inc.	05/29/2024	Management	2	Elect Director Steven J. Sell	For	Against	Against	Against	A vote AGAINST director nominees Steven (Steve) Sell, Ravi Sachdev, and William Wulf is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
agilon health, inc.	05/29/2024	Management	3	Elect Director William Wulf	For	Against	Against	Against	A vote AGAINST director nominees Steven (Steve) Sell, Ravi Sachdev, and William Wulf is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
agilon health, inc.	05/29/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
agilon health, inc.	05/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Agree Realty Corporation	05/23/2024	Management	1	Elect Director Richard Agree	For	For	For	For	A vote FOR the director nominees is warranted.
Agree Realty Corporation	05/23/2024	Management	2	Elect Director Karen Dearing	For	For	For	For	A vote FOR the director nominees is warranted.
Agree Realty Corporation	05/23/2024	Management	3	Elect Director Linglong He	For	For	For	For	A vote FOR the director nominees is warranted.
Agree Realty Corporation	05/23/2024	Management	4	Elect Director Michael Hollman	For	For	For	For	A vote FOR the director nominees is warranted.
Agree Realty Corporation	05/23/2024	Management	5	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Agree Realty Corporation	05/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Agree Realty Corporation	05/23/2024	Management	7	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Air Lease Corporation	05/03/2024	Management	1	Elect Director Matthew J. Hart	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	2	Elect Director Yvette Hollingsworth Clark	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	3	Elect Director Cheryl Gordon Krongard	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	4	Elect Director Marshall O. Larsen	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Air Lease Corporation	05/03/2024	Management	5	Elect Director Susan McCaw	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	6	Elect Director Robert A. Milton	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	7	Elect Director John L. Plueger	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	8	Elect Director Ian M. Saines	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	9	Elect Director Steven F. Udvar-Hazy	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Air Lease Corporation	05/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The compensation committee demonstrated sufficient responsiveness to last year's low vote result. The committee took actions to address ongoing goal rigor concerns, both within the FY23 annual bonus program and for FY24. However, a vote AGAINST this proposal is warranted because the company provided excessive personal use of corporate aircraft and life insurance perquisites to certain executives.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Air Lease Corporation	05/03/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Air Products and Chemicals, Inc.	01/25/2024	Management	1	Elect Director Tonit M. Calaway	For	For	For	For	Votes AGAINST Hing-Yuen (David) Ho are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Products and Chemicals, Inc.	01/25/2024	Management	2	Elect Director Charles Cogut	For	For	For	For	Votes AGAINST Hing-Yuen (David) Ho are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Products and Chemicals, Inc.	01/25/2024	Management	3	Elect Director Lisa A. Davis	For	For	For	For	Votes AGAINST Hing-Yuen (David) Ho are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Products and Chemicals, Inc.	01/25/2024	Management	4	Elect Director Seifollah (Seifi) Ghasemi	For	For	For	For	Votes AGAINST Hing-Yuen (David) Ho are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Products and Chemicals, Inc.	01/25/2024	Management	5	Elect Director Jessica Trocchi Graziano	For	For	For	For	Votes AGAINST Hing-Yuen (David) Ho are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Products and Chemicals, Inc.	01/25/2024	Management	6	Elect Director David H.Y. Ho	For	For	Against	Against	Votes AGAINST Hing-Yuen (David) Ho are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Products and Chemicals, Inc.	01/25/2024	Management	7	Elect Director Edward L. Monser	For	For	For	For	Votes AGAINST Hing-Yuen (David) Ho are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Products and Chemicals, Inc.	01/25/2024	Management	8	Elect Director Matthew H. Paull	For	For	For	For	Votes AGAINST Hing-Yuen (David) Ho are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Products and Chemicals, Inc.	01/25/2024	Management	9	Elect Director Wayne T. Smith	For	For	For	For	Votes AGAINST Hing-Yuen (David) Ho are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Products and Chemicals, Inc.	01/25/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Air Products and Chemicals, Inc.	01/25/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Airbnb, Inc.	06/05/2024	Management	1	Elect Director Brian Chesky	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Brian Chesky are warranted for lack of a majority independent board. WITHHOLD votes for Angela Ahrendts are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent governance committee member Ken Chenault are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Airbnb, Inc.	06/05/2024	Management	2	Elect Director Angela Ahrendts	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Brian Chesky are warranted for lack of a majority independent board. WITHHOLD votes for Angela Ahrendts are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent governance committee member Ken Chenault are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Airbnb, Inc.	06/05/2024	Management	3	Elect Director Kenneth Chenault	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Brian Chesky are warranted for lack of a majority independent board. WITHHOLD votes for Angela Ahrendts are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent governance committee member Ken Chenault are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Airbnb, Inc.	06/05/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Airbnb, Inc.	06/05/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of miscellaneous perquisites to certain executives. In addition, the company did not condition the vesting of NEOs' long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Airbnb, Inc.	06/05/2024	Management	6	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Additionally, the company is de-facto controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
Airbnb, Inc.	06/05/2024	Shareholder	7	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from increased disclosure on the company's political activities.
Akamai Technologies, Inc.	05/10/2024	Management	1	Elect Director Sharon Bowen	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/10/2024	Management	2	Elect Director Marianne Brown	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/10/2024	Management	3	Elect Director Monte Ford	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/10/2024	Management	4	Elect Director Dan Hesse	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/10/2024	Management	5	Elect Director Tom Killalea	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/10/2024	Management	6	Elect Director Tom Leighton	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/10/2024	Management	7	Elect Director Jonathan Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/10/2024	Management	8	Elect Director Madhu Ranganathan	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/10/2024	Management	9	Elect Director Ben Verwaayen	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/10/2024	Management	10	Elect Director Bill Wagner	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/10/2024	Management	11	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Akamai Technologies, Inc.	05/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Akamai Technologies, Inc.	05/10/2024	Management	13	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as the primary proposed amendment raises concern, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Akamai Technologies, Inc.	05/10/2024	Management	14	Adjourn Meeting	For	Against	Against	Against	A vote AGAINST this proposal is warranted as Items 2, 4, and 6 does not merit support.
Akamai Technologies, Inc.	05/10/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Akamai Technologies, Inc.	05/10/2024	Shareholder	16	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alaska Air Group, Inc.	05/09/2024	Management	1	Elect Director Patricia M. Bedient	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	2	Elect Director James A. Beer	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	3	Elect Director Raymond L. Conner	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	4	Elect Director Daniel K. Elwell	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	5	Elect Director Kathleen T. Hogan	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	6	Elect Director Adrienne R. Lofton	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	7	Elect Director Benito Minicucci	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	8	Elect Director Helvi K. Sandvik	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	9	Elect Director J. Kenneth Thompson	For	For	Against	Against	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	10	Elect Director Eric K. Yeaman	For	For	Against	Against	Votes AGAINST J. Kenneth Thompson and Eric Yeaman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/09/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Alaska Air Group, Inc.	05/09/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alcoa Corporation	05/10/2024	Management	1	Elect Director Steven W. Williams	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	2	Elect Director Mary Anne Citrino	For	For	Against	Against	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	3	Elect Director Pasquale (Pat) Fiore	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	4	Elect Director Thomas J. Gorman	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	5	Elect Director James A. Hughes	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	6	Elect Director Roberto O. Marques	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	7	Elect Director William F. Oplinger	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	8	Elect Director Carol L. Roberts	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	9	Elect Director Jackson (Jackie) P. Roberts	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	10	Elect Director Ernesto Zedillo	For	For	For	For	Votes AGAINST Governance Committee Chair Mary Anne Citrino are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Alcoa Corporation	05/10/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alcoa Corporation	05/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alcoa Corporation	05/10/2024	Shareholder	13	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.
Alexandria Real Estate Equities, Inc.	05/14/2024	Management	1	Elect Director Joel S. Marcus	For	For	For	For	A vote AGAINST James Cain, Maria Freire and Michael Woronoff is warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alexandria Real Estate Equities, Inc.	05/14/2024	Management	2	Elect Director Steven R. Hash	For	For	For	For	A vote AGAINST James Cain, Maria Freire and Michael Woronoff is warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alexandria Real Estate Equities, Inc.	05/14/2024	Management	3	Elect Director James P. Cain	For	Against	Against	Against	A vote AGAINST James Cain, Maria Freire and Michael Woronoff is warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alexandria Real Estate Equities, Inc.	05/14/2024	Management	4	Elect Director Cynthia L. Feldmann	For	For	For	For	A vote AGAINST James Cain, Maria Freire and Michael Woronoff is warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alexandria Real Estate Equities, Inc.	05/14/2024	Management	5	Elect Director Maria C. Freire	For	Against	Against	Against	A vote AGAINST James Cain, Maria Freire and Michael Woronoff is warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alexandria Real Estate Equities, Inc.	05/14/2024	Management	6	Elect Director Richard H. Klein	For	For	Against	Against	A vote AGAINST James Cain, Maria Freire and Michael Woronoff is warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alexandria Real Estate Equities, Inc.	05/14/2024	Management	7	Elect Director Sheila K. McGrath	For	For	For	For	A vote AGAINST James Cain, Maria Freire and Michael Woronoff is warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alexandria Real Estate Equities, Inc.	05/14/2024	Management	8	Elect Director Michael A. Woronoff	For	Against	Against	Against	A vote AGAINST James Cain, Maria Freire and Michael Woronoff is warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Alexandria Real Estate Equities, Inc.	05/14/2024	Management	9	Amend Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Alexandria Real Estate Equities, Inc.	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Alexandria Real Estate Equities, Inc.	05/14/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Align Technology, Inc.	05/22/2024	Management	1	Elect Director Kevin T. Conroy	For	For	For	For	Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/22/2024	Management	2	Elect Director Kevin J. Dallas	For	For	For	For	Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/22/2024	Management	3	Elect Director Joseph "Joe" M. Hogan	For	For	For	For	Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Align Technology, Inc.	05/22/2024	Management	4	Elect Director Joseph Lacob	For	For	Against	Against	Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/22/2024	Management	5	Elect Director C. Raymond Larkin, Jr.	For	For	Against	Against	Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/22/2024	Management	6	Elect Director George J. Morrow	For	For	Against	Against	Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/22/2024	Management	7	Elect Director Anne M. Myong	For	For	For	For	Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/22/2024	Management	8	Elect Director Mojdeh Poul	For	For	For	For	Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/22/2024	Management	9	Elect Director Andrea L. Saia	For	For	For	For	Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/22/2024	Management	10	Elect Director Susan E. Siegel	For	For	For	For	Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/22/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Align Technology, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Align Technology, Inc.	05/22/2024	Shareholder	13	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
Allegion Plc	06/06/2024	Management	1	Elect Director Kirk S. Hachigian	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/06/2024	Management	2	Elect Director Susan L. Main	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/06/2024	Management	3	Elect Director Steven C. Mizell	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/06/2024	Management	4	Elect Director Nicole Parent Haughey	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/06/2024	Management	5	Elect Director Lauren B. Peters	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/06/2024	Management	6	Elect Director Ellen Rubin	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/06/2024	Management	7	Elect Director John H. Stone	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/06/2024	Management	8	Elect Director Dev Vardhan	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/06/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Allegion Plc	06/06/2024	Management	10	Ratify PricewaterhouseCoopers as Auditors and Authorise Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years and the non-auditing consulting fees represent more than 25 percent of total fees paid.
Allegion Plc	06/06/2024	Management	11	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amount exceeds the recommended limit.
Allegion Plc	06/06/2024	Management	12	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amount exceeds the recommended limit.
Alliant Energy Corporation	05/17/2024	Management	1	Elect Director Christie Raymond	For	For	For	For	Votes AGAINST Carol Sanders are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alliant Energy Corporation	05/17/2024	Management	2	Elect Director Ignacio A. Cortina	For	For	For	For	Votes AGAINST Carol Sanders are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alliant Energy Corporation	05/17/2024	Management	3	Elect Director Lisa M. Barton	For	For	For	For	Votes AGAINST Carol Sanders are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alliant Energy Corporation	05/17/2024	Management	4	Elect Director Stephanie L. Cox	For	For	For	For	Votes AGAINST Carol Sanders are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alliant Energy Corporation	05/17/2024	Management	5	Elect Director Roger K. Newport	For	For	For	For	Votes AGAINST Carol Sanders are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alliant Energy Corporation	05/17/2024	Management	6	Elect Director Carol P. Sanders	For	For	Against	Against	Votes AGAINST Carol Sanders are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alliant Energy Corporation	05/17/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Alliant Energy Corporation	05/17/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allison Transmission Holdings, Inc.	05/08/2024	Management	1	Elect Director Judy L. Altmaier	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	2	Elect Director D. Scott Barbour	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	3	Elect Director Philip J. Christman	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Allison Transmission Holdings, Inc.	05/08/2024	Management	4	Elect Director David C. Everitt	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	5	Elect Director David S. Graziosi	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	6	Elect Director Carolann I. Haznedar	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	7	Elect Director Richard P. Lavin	For	For	Against	Against	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	8	Elect Director Sasha Ostojic	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	9	Elect Director Gustave F. Perna	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	10	Elect Director Krishna Shivram	For	For	For	For	Votes AGAINST incumbent Governance Committee chair Richard Lavin are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/08/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allison Transmission Holdings, Inc.	05/08/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Allison Transmission Holdings, Inc.	05/08/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ally Financial Inc.	05/07/2024	Management	1	Elect Director Franklin W. Hobbs	For	For	Against	Against	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/07/2024	Management	2	Elect Director Kenneth J. Bacon	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ally Financial Inc.	05/07/2024	Management	3	Elect Director William H. Cary	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/07/2024	Management	4	Elect Director Mayree C. Clark	For	For	Against	Against	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/07/2024	Management	5	Elect Director Kim S. Fennebresque	For	For	Against	Against	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/07/2024	Management	6	Elect Director Thomas P. Gibbons	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/07/2024	Management	7	Elect Director Melissa Goldman	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/07/2024	Management	8	Elect Director Marjorie Magner	For	For	Against	Against	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/07/2024	Management	9	Elect Director David Reilly	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/07/2024	Management	10	Elect Director Brian H. Sharples	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/07/2024	Management	11	Elect Director Michael G. Rhodes	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Ally Financial Inc.	05/07/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alnylam Pharmaceuticals, Inc.	05/16/2024	Management	1	Elect Director Dennis A. Ausiello	For	For	Against	Against	Votes AGAINST Dennis Ausiello are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alnylam Pharmaceuticals, Inc.	05/16/2024	Management	2	Elect Director Olivier Brandicourt	For	For	For	For	Votes AGAINST Dennis Ausiello are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alnylam Pharmaceuticals, Inc.	05/16/2024	Management	3	Elect Director Peter N. Kellogg	For	For	For	For	Votes AGAINST Dennis Ausiello are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alnylam Pharmaceuticals, Inc.	05/16/2024	Management	4	Elect Director David E.I. Pyott	For	For	For	For	Votes AGAINST Dennis Ausiello are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alnylam Pharmaceuticals, Inc.	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Alnylam Pharmaceuticals, Inc.	05/16/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alphabet Inc.	06/07/2024	Management	1	Elect Director Larry Page	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Lawrence (Larry) Page and Kavitar Ramanujam (Ram) Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr and Kavitar Ramanujam (Ram) Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitar Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/07/2024	Management	2	Elect Director Sergey Brin	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Lawrence (Larry) Page and Kavitar Ramanujam (Ram) Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr and Kavitar Ramanujam (Ram) Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitar Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alphabet Inc.	06/07/2024	Management	3	Elect Director Sundar Pichai	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Lawrence (Larry) Page and Kavitarik Ramanujam (Ram) Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr and Kavitarik Ramanujam (Ram) Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/07/2024	Management	4	Elect Director John L. Hennessy	For	Against	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Lawrence (Larry) Page and Kavitarik Ramanujam (Ram) Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr and Kavitarik Ramanujam (Ram) Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alphabet Inc.	06/07/2024	Management	5	Elect Director Frances H. Arnold	For	Against	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Lawrence (Larry) Page and Kavitarik Ramanujam (Ram) Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr and Kavitarik Ramanujam (Ram) Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/07/2024	Management	6	Elect Director R. Martin "Marty" Chavez	For	For	For	For	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Lawrence (Larry) Page and Kavitarik Ramanujam (Ram) Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr and Kavitarik Ramanujam (Ram) Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alphabet Inc.	06/07/2024	Management	7	Elect Director L. John Doerr	For	Against	Against	Against	<p>Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Lawrence (Larry) Page and Kavitarak Ramanujam (Ram) Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr and Kavitarak Ramanujam (Ram) Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarak Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</p>
Alphabet Inc.	06/07/2024	Management	8	Elect Director Roger W. Ferguson, Jr.	For	For	For	For	<p>Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Lawrence (Larry) Page and Kavitarak Ramanujam (Ram) Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr and Kavitarak Ramanujam (Ram) Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarak Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alphabet Inc.	06/07/2024	Management	9	Elect Director K. Ram Shriram	For	Against	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Lawrence (Larry) Page and Kavitarak Ramanujam (Ram) Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr and Kavitarak Ramanujam (Ram) Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarak Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/07/2024	Management	10	Elect Director Robin L. Washington	For	Against	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Lawrence (Larry) Page and Kavitarak Ramanujam (Ram) Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr and Kavitarak Ramanujam (Ram) Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarak Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/07/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alphabet Inc.	06/07/2024	Shareholder	12	Amend Bylaw regarding Stockholder Approval of Director Compensation	Against	Against	Against	Against	A vote AGAINST the proposal is warranted. The proponent's rationale is insufficient to justify the adoption of a potentially disruptive and overly prescriptive proposal regarding director compensation, particularly in the absence of director pay magnitude and structure concerns.
Alphabet Inc.	06/07/2024	Shareholder	13	Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company's current policies, commitments, and disclosures provide sufficient information for investors to determine how the company mitigates any risks associated with its EEO Policy.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alphabet Inc.	06/07/2024	Shareholder	14	Report on Electromagnetic Radiation and Wireless Technologies Risks	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, for the following reasons: * The scientific evidence suggests that the FCC's regulations around electromagnetic interference are protective of public health; * The company provides extensive disclosure indicating that its products comply with the law and the proponent does not cite any evidence to suggest the company is violating the law; and * This issue may be better addressed through the regulatory process.
Alphabet Inc.	06/07/2024	Shareholder	15	Adopt Policy to Require Board of Directors Members to Disclose their Political and Charitable Donations	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company discloses sufficient policies, procedures, and oversight to address the risks raised.
Alphabet Inc.	06/07/2024	Shareholder	16	Report on Climate Risk in Retirement Plan Options	Against	Against	For	For	A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.
Alphabet Inc.	06/07/2024	Shareholder	17	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.
Alphabet Inc.	06/07/2024	Shareholder	18	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.
Alphabet Inc.	06/07/2024	Shareholder	19	Report on Reproductive Healthcare Misinformation Risks	Against	Against	For	For	A vote FOR this proposal is warranted as increased disclosure would provide shareholders with valuable information on how well the company is assessing and mitigating risks relating to misinformation regarding reproductive healthcare.
Alphabet Inc.	06/07/2024	Shareholder	20	Amend Audit and Compliance Committee Charter to Include Artificial Intelligence Oversight	Against	Against	For	For	A vote FOR this resolution is warranted, as adoption of the proposal should serve to provide the company a more robust oversight on risks associated with the company's artificial intelligence (AI) activities. Moreover, it would also further complement the company's commitments around the responsible use of AI.
Alphabet Inc.	06/07/2024	Shareholder	21	Report on Risks Related to AI Generated Misinformation and Disinformation	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from greater transparency on mis/disinformation related to generative AI in order to assess how the company is managing associated risks.
Alphabet Inc.	06/07/2024	Shareholder	22	Publish Human Rights Risk Assessment on the AI-Driven Targeted Ad Policies	Against	For	For	For	A vote FOR this proposal is warranted because an independent human rights assessment on the impacts would help shareholders better evaluate the company's management of risks related to the human rights impacts of its targeted advertising policies and practices.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alphabet Inc.	06/07/2024	Shareholder	23	Adopt Targets Evaluating YouTube Child Safety Policies	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.
Alteryx, Inc.	03/13/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted in light of the review of strategic alternatives, the premium to the unaffected share price, the certainty of the all-cash offer, and the potential downside risk of non-approval.
Alteryx, Inc.	03/13/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. The CEO resigned prior to the merger and no amounts are payable to him. For other NEOs, cash severance is double trigger and reasonably based, and no excise tax gross ups are payable. Equity awards will be converted to time-vested cash awards, and performance-based awards will be converted based on actual performance.
Alteryx, Inc.	03/13/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted given the underlying proposal merits support.
Altria Group, Inc.	05/16/2024	Management	1	Elect Director Ian L.T. Clarke	For	For	For	For	Votes AGAINST Kathryn McQuade, Debra Kelly-Ennis and George Muñoz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/16/2024	Management	2	Elect Director Marjorie M. Connelly	For	For	For	For	Votes AGAINST Kathryn McQuade, Debra Kelly-Ennis and George Muñoz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/16/2024	Management	3	Elect Director R. Matt Davis	For	For	For	For	Votes AGAINST Kathryn McQuade, Debra Kelly-Ennis and George Muñoz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/16/2024	Management	4	Elect Director William F. Gifford, Jr.	For	For	For	For	Votes AGAINST Kathryn McQuade, Debra Kelly-Ennis and George Muñoz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/16/2024	Management	5	Elect Director Debra J. Kelly-Ennis	For	For	Against	Against	Votes AGAINST Kathryn McQuade, Debra Kelly-Ennis and George Muñoz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/16/2024	Management	6	Elect Director Kathryn B. McQuade	For	For	Against	Against	Votes AGAINST Kathryn McQuade, Debra Kelly-Ennis and George Muñoz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Altria Group, Inc.	05/16/2024	Management	7	Elect Director George Munoz	For	For	Against	Against	Votes AGAINST Kathryn McQuade, Debra Kelly-Ennis and George Muñoz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/16/2024	Management	8	Elect Director Virginia E. Shanks	For	For	For	For	Votes AGAINST Kathryn McQuade, Debra Kelly-Ennis and George Muñoz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/16/2024	Management	9	Elect Director Ellen R. Strahlman	For	For	For	For	Votes AGAINST Kathryn McQuade, Debra Kelly-Ennis and George Muñoz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/16/2024	Management	10	Elect Director M. Max Yzaguirre	For	For	For	For	Votes AGAINST Kathryn McQuade, Debra Kelly-Ennis and George Muñoz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/16/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Altria Group, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Altria Group, Inc.	05/16/2024	Shareholder	13	Report on Congruence of Political and Lobbying Expenditures	Against	Against	For	For	A vote FOR this proposal is warranted, as more comprehensive information regarding the company's political and lobbying spending would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
Altria Group, Inc.	05/16/2024	Shareholder	14	Report on Benefits of Extended Producer Responsibility Laws for Spent Tobacco Filters	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure on the company's efforts to reduce its waste related to tobacco filters would allow shareholders to better assess the company's related risk management.
Altria Group, Inc.	05/16/2024	Shareholder	15	Adopt Director Election Resignation Bylaw *Withdrawn Resolution*					
Amazon.com, Inc.	05/22/2024	Management	1	Elect Director Jeffrey P. Bezos	For	For	For	For	Votes AGAINST Jamie Gorelick, Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jonathan Rubinstein are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amazon.com, Inc.	05/22/2024	Management	2	Elect Director Andrew R. Jassy	For	For	For	For	Votes AGAINST Jamie Gorelick, Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jonathan Rubinstein are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/22/2024	Management	3	Elect Director Keith B. Alexander	For	For	For	For	Votes AGAINST Jamie Gorelick, Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jonathan Rubinstein are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/22/2024	Management	4	Elect Director Edith W. Cooper	For	For	For	For	Votes AGAINST Jamie Gorelick, Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jonathan Rubinstein are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/22/2024	Management	5	Elect Director Jamie S. Gorelick	For	For	Against	Against	Votes AGAINST Jamie Gorelick, Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jonathan Rubinstein are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/22/2024	Management	6	Elect Director Daniel P. Huttenlocher	For	For	For	For	Votes AGAINST Jamie Gorelick, Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jonathan Rubinstein are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/22/2024	Management	7	Elect Director Andrew Y. Ng	For	For	For	For	Votes AGAINST Jamie Gorelick, Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jonathan Rubinstein are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amazon.com, Inc.	05/22/2024	Management	8	Elect Director Indra K. Nooyi	For	For	For	For	Votes AGAINST Jamie Gorelick, Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jonathan Rubinstein are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/22/2024	Management	9	Elect Director Jonathan J. Rubinstein	For	For	Against	Against	Votes AGAINST Jamie Gorelick, Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jonathan Rubinstein are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/22/2024	Management	10	Elect Director Brad D. Smith	For	For	For	For	Votes AGAINST Jamie Gorelick, Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jonathan Rubinstein are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/22/2024	Management	11	Elect Director Patricia Q. Stonesifer	For	For	Against	Against	Votes AGAINST Jamie Gorelick, Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jonathan Rubinstein are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/22/2024	Management	12	Elect Director Wendell P. Weeks	For	For	For	For	Votes AGAINST Jamie Gorelick, Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jonathan Rubinstein are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/22/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amazon.com, Inc.	05/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	While a pay-for-performance misalignment was identified for the year in review and certain concerns remain surrounding the company's pay program structure, as no portion of NEO compensation is directly tied to the achievement of pre-set performance criteria, certain mitigating factors have been identified. Specifically, it is recognized that FY23 pay for all NEOs was relatively low, consisting only of a base salary and certain perquisites. In addition, no equity awards were provided to NEOs in FY23, following relatively large grants made to certain NEOs during the prior fiscal year. However, following consecutive years of relatively low support for this proposal, the compensation committee demonstrated limited responsiveness to certain shareholders' concerns. The compensation committee engaged with shareholders, disclosed specific feedback, and provided enhanced disclosure surrounding the current pay program design and philosophy. While this greater transparency into the committee's rationale for its pay practices is recognized, the company did not make material changes to the pay program to address certain shareholder concerns. Although the company has demonstrated a degree of responsiveness by addressing certain shareholders questions, the lack of actions taken in respect to certain areas of concern falls short of adequate responsiveness. Moreover, concerns remain with respect to the inordinate amount of security-related perquisite provided to certain executives. In light of the committee's limited responsiveness to the relatively low say-on-pay vote last year and the provision of excessive perquisite, a vote AGAINST this proposal is warranted.
Amazon.com, Inc.	05/22/2024	Shareholder	15	Establish a Public Policy Committee	Against	Against	For	For	By establishing a dedicated Public Policy Committee, the company will have a centralized device to continue, ensure, and promote its social and environmental policies and initiatives. The adoption of this resolution will also solidify the company's position among its peers as an industry leader in this area of environmental sustainability. As such, support FOR this proposal is warranted.
Amazon.com, Inc.	05/22/2024	Shareholder	16	Establish a Board Committee on Corporate Financial Sustainability	Against	Against	Against	Against	A vote AGAINST this resolution is warranted. The company has a board committee with responsibility to oversee operations and supply chain and engagement with customers, suppliers, and communities, and, absent clear performance concerns, the board is generally given latitude to determine its committee structure.
Amazon.com, Inc.	05/22/2024	Shareholder	17	Report on Customer Due Diligence	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amazon.com, Inc.	05/22/2024	Shareholder	18	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.
Amazon.com, Inc.	05/22/2024	Shareholder	19	Report on Median and Adjusted Gender/Racial Pay Gaps	Against	For	For	For	A vote FOR this proposal is warranted. Publishing the requested pay gap statistics could increase accountability for diversity efforts and would provide shareholders with useful information about how effectively management is assessing and mitigating risks that may arise from inequitable worker treatment.
Amazon.com, Inc.	05/22/2024	Shareholder	20	Report on Viewpoint Discrimination	Against	Against	Against	Against	A vote AGAINST this resolution is warranted. The company's current reporting and policies regarding the handling of controversial products and contents seem to provide sufficient information on proper and improper use of its service and when the company may restrict or remove products or content from its platform.
Amazon.com, Inc.	05/22/2024	Shareholder	21	Report on Impact of Climate Change Strategy Consistent With Just Transition Guidelines	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on whether and how the company considers human capital management and community relations issues related to the transition to a low-carbon economy as part of its climate strategy.
Amazon.com, Inc.	05/22/2024	Shareholder	22	Report on Efforts to Reduce Plastic Use	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to the creation of plastic waste.
Amazon.com, Inc.	05/22/2024	Shareholder	23	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks, particularly regarding freedom of association and collective bargaining rights.
Amazon.com, Inc.	05/22/2024	Shareholder	24	Disclose All Material Scope 3 GHG Emissions	Against	Against	For	For	A vote FOR this proposal is warranted. Disclosure of all material Scope 3 GHG emissions would allow shareholders to better evaluate the company's management of climate-related risk and progress toward its net zero ambition. Furthermore, additional information would help the company prepare for potential regulatory requirements.
Amazon.com, Inc.	05/22/2024	Shareholder	25	Commission Third Party Study and Report on Risks Associated with Use of Rekognition	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.
Amazon.com, Inc.	05/22/2024	Shareholder	26	Adopt Policy to Require Board Members to Disclose their Political and Charitable Donations	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company discloses sufficient policies, procedures, and oversight to address the risks raised.
Amazon.com, Inc.	05/22/2024	Shareholder	27	Establish a Board Committee on Artificial Intelligence	Against	Against	For	For	A vote FOR this resolution is warranted because the establishment of a dedicated committee on artificial intelligence should serve to provide the company a more robust oversight on human rights risks associated with the development and deployment of AI systems.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amazon.com, Inc.	05/22/2024	Shareholder	28	Commission a Third Party Audit on Working Conditions	Against	For	For	For	A vote FOR this proposal is warranted. Concerns are raised regarding recent work-place related violations and resulting negative media attention. Given the potential reputational risk, an independent third-party audit appears reasonable at this time. Additionally, results from an independent audit may address the inconsistencies between the statistics cited by the proponent and the injury rates reported by the company, which would allow shareholders to more fully evaluate the company's efforts to address workplace safety.
Amdocs Limited	02/02/2024	Management	1	Elect Director Eli Gelman	For	For	Against	Against	Votes AGAINST non-independent nominees Eli Gelman, Shuky Sheffer, Adrian Gardner, Richard LeFave and Robert Minicucci are warranted for lack of a majority independent board. Votes AGAINST Adrian Gardner, Richard LeFave and Robert Minicucci are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amdocs Limited	02/02/2024	Management	2	Elect Director Robert A. Minicucci	For	For	Against	Against	Votes AGAINST non-independent nominees Eli Gelman, Shuky Sheffer, Adrian Gardner, Richard LeFave and Robert Minicucci are warranted for lack of a majority independent board. Votes AGAINST Adrian Gardner, Richard LeFave and Robert Minicucci are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amdocs Limited	02/02/2024	Management	3	Elect Director Adrian Gardner	For	For	Against	Against	Votes AGAINST non-independent nominees Eli Gelman, Shuky Sheffer, Adrian Gardner, Richard LeFave and Robert Minicucci are warranted for lack of a majority independent board. Votes AGAINST Adrian Gardner, Richard LeFave and Robert Minicucci are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amdocs Limited	02/02/2024	Management	4	Elect Director Richard T.C. LeFave	For	For	Against	Against	Votes AGAINST non-independent nominees Eli Gelman, Shuky Sheffer, Adrian Gardner, Richard LeFave and Robert Minicucci are warranted for lack of a majority independent board. Votes AGAINST Adrian Gardner, Richard LeFave and Robert Minicucci are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amdocs Limited	02/02/2024	Management	5	Elect Director Rafael de la Vega	For	For	For	For	Votes AGAINST non-independent nominees Eli Gelman, Shuky Sheffer, Adrian Gardner, Richard LeFave and Robert Minicucci are warranted for lack of a majority independent board. Votes AGAINST Adrian Gardner, Richard LeFave and Robert Minicucci are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amdocs Limited	02/02/2024	Management	6	Elect Director John A. MacDonald	For	For	For	For	Votes AGAINST non-independent nominees Eli Gelman, Shuky Sheffer, Adrian Gardner, Richard LeFave and Robert Minicucci are warranted for lack of a majority independent board. Votes AGAINST Adrian Gardner, Richard LeFave and Robert Minicucci are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amdocs Limited	02/02/2024	Management	7	Elect Director Yvette Kanouff	For	For	For	For	Votes AGAINST non-independent nominees Eli Gelman, Shuky Sheffer, Adrian Gardner, Richard LeFave and Robert Minicucci are warranted for lack of a majority independent board. Votes AGAINST Adrian Gardner, Richard LeFave and Robert Minicucci are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amdocs Limited	02/02/2024	Management	8	Elect Director Sarah Ruth Davis	For	For	For	For	Votes AGAINST non-independent nominees Eli Gelman, Shuky Sheffer, Adrian Gardner, Richard LeFave and Robert Minicucci are warranted for lack of a majority independent board. Votes AGAINST Adrian Gardner, Richard LeFave and Robert Minicucci are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amdocs Limited	02/02/2024	Management	9	Elect Director Amos Genish	For	For	For	For	Votes AGAINST non-independent nominees Eli Gelman, Shuky Sheffer, Adrian Gardner, Richard LeFave and Robert Minicucci are warranted for lack of a majority independent board. Votes AGAINST Adrian Gardner, Richard LeFave and Robert Minicucci are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amdocs Limited	02/02/2024	Management	10	Elect Director Shuky Sheffer	For	For	Against	Against	Votes AGAINST non-independent nominees Eli Gelman, Shuky Sheffer, Adrian Gardner, Richard LeFave and Robert Minicucci are warranted for lack of a majority independent board. Votes AGAINST Adrian Gardner, Richard LeFave and Robert Minicucci are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amdocs Limited	02/02/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for company loans to officers for the exercise of awards.
Amdocs Limited	02/02/2024	Management	12	Approve an Increase in the Quarterly Cash Dividend Rate	For	For	For	For	A vote FOR this proposal is warranted as this is a routine request and no concerns have been identified.
Amdocs Limited	02/02/2024	Management	13	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this proposal is warranted in the absence of any known issues concerning the company's audited accounts and financial statements.
Amdocs Limited	02/02/2024	Management	14	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ameren Corporation	05/09/2024	Management	1	Elect Director Cynthia J. Brinkley	For	For	For	For	Votes AGAINST Ellen Fitzsimmons, Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/09/2024	Management	2	Elect Director Catherine S. Brune	For	For	Against	Against	Votes AGAINST Ellen Fitzsimmons, Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/09/2024	Management	3	Elect Director Ward H. Dickson	For	For	For	For	Votes AGAINST Ellen Fitzsimmons, Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/09/2024	Management	4	Elect Director Noelle K. Eder	For	For	For	For	Votes AGAINST Ellen Fitzsimmons, Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/09/2024	Management	5	Elect Director Ellen M. Fitzsimmons	For	For	Against	Against	Votes AGAINST Ellen Fitzsimmons, Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/09/2024	Management	6	Elect Director Rafael Flores	For	For	For	For	Votes AGAINST Ellen Fitzsimmons, Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/09/2024	Management	7	Elect Director Kimberly J. Harris	For	For	For	For	Votes AGAINST Ellen Fitzsimmons, Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/09/2024	Management	8	Elect Director Richard J. Harshman	For	For	For	For	Votes AGAINST Ellen Fitzsimmons, Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/09/2024	Management	9	Elect Director Craig S. Ivey	For	For	For	For	Votes AGAINST Ellen Fitzsimmons, Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/09/2024	Management	10	Elect Director James C. Johnson	For	For	Against	Against	Votes AGAINST Ellen Fitzsimmons, Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/09/2024	Management	11	Elect Director Steven H. Lipstein	For	For	Against	Against	Votes AGAINST Ellen Fitzsimmons, Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ameren Corporation	05/09/2024	Management	12	Elect Director Martin J. Lyons, Jr.	For	For	For	For	Votes AGAINST Ellen Fitzsimmons, Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/09/2024	Management	13	Elect Director Leo S. Mackay, Jr.	For	For	For	For	Votes AGAINST Ellen Fitzsimmons, Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/09/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ameren Corporation	05/09/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Electric Power Company, Inc.	04/23/2024	Management	1	Elect Director Ben Fowke	For	For	For	For	Votes AGAINST Sara Tucker, Linda Goodspeed and Sandra Lin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/23/2024	Management	2	Elect Director Art A. Garcia	For	For	For	For	Votes AGAINST Sara Tucker, Linda Goodspeed and Sandra Lin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/23/2024	Management	3	Elect Director Hunter C. Gary	For	For	For	For	Votes AGAINST Sara Tucker, Linda Goodspeed and Sandra Lin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/23/2024	Management	4	Elect Director Linda A. Goodspeed	For	For	Against	Against	Votes AGAINST Sara Tucker, Linda Goodspeed and Sandra Lin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/23/2024	Management	5	Elect Director Donna A. James	For	For	For	For	Votes AGAINST Sara Tucker, Linda Goodspeed and Sandra Lin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/23/2024	Management	6	Elect Director Sandra Beach Lin	For	For	Against	Against	Votes AGAINST Sara Tucker, Linda Goodspeed and Sandra Lin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/23/2024	Management	7	Elect Director Henry P. Linginfelter	For	For	For	For	Votes AGAINST Sara Tucker, Linda Goodspeed and Sandra Lin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/23/2024	Management	8	Elect Director Margaret M. McCarthy	For	For	For	For	Votes AGAINST Sara Tucker, Linda Goodspeed and Sandra Lin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Electric Power Company, Inc.	04/23/2024	Management	9	Elect Director Daryl Roberts	For	For	For	For	Votes AGAINST Sara Tucker, Linda Goodspeed and Sandra Lin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/23/2024	Management	10	Elect Director Daniel G. Stoddard	For	For	For	For	Votes AGAINST Sara Tucker, Linda Goodspeed and Sandra Lin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/23/2024	Management	11	Elect Director Sara Martinez Tucker	For	For	Against	Against	Votes AGAINST Sara Tucker, Linda Goodspeed and Sandra Lin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/23/2024	Management	12	Elect Director Lewis Von Thae	For	For	For	For	Votes AGAINST Sara Tucker, Linda Goodspeed and Sandra Lin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/23/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
American Electric Power Company, Inc.	04/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
American Electric Power Company, Inc.	04/23/2024	Management	15	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
American Express Company	05/06/2024	Management	1	Elect Director Thomas J. Baltimore	For	For	For	For	Votes AGAINST Theodore (Ted) Leonsis and Daniel Vasella are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/06/2024	Management	2	Elect Director John J. Brennan	For	For	For	For	Votes AGAINST Theodore (Ted) Leonsis and Daniel Vasella are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/06/2024	Management	3	Elect Director Walter J. Clayton, III	For	For	For	For	Votes AGAINST Theodore (Ted) Leonsis and Daniel Vasella are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Express Company	05/06/2024	Management	4	Elect Director Theodore J. Leonsis	For	For	Against	Against	Votes AGAINST Theodore (Ted) Leonsis and Daniel Vasella are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/06/2024	Management	5	Elect Director Deborah P. Majoras	For	For	For	For	Votes AGAINST Theodore (Ted) Leonsis and Daniel Vasella are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/06/2024	Management	6	Elect Director Karen L. Parkhill	For	For	For	For	Votes AGAINST Theodore (Ted) Leonsis and Daniel Vasella are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/06/2024	Management	7	Elect Director Charles E. Phillips	For	For	For	For	Votes AGAINST Theodore (Ted) Leonsis and Daniel Vasella are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/06/2024	Management	8	Elect Director Lynn A. Pike	For	For	For	For	Votes AGAINST Theodore (Ted) Leonsis and Daniel Vasella are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/06/2024	Management	9	Elect Director Stephen J. Squeri	For	For	For	For	Votes AGAINST Theodore (Ted) Leonsis and Daniel Vasella are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/06/2024	Management	10	Elect Director Daniel L. Vasella	For	For	Against	Against	Votes AGAINST Theodore (Ted) Leonsis and Daniel Vasella are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Express Company	05/06/2024	Management	11	Elect Director Lisa W. Wardell	For	For	For	For	Votes AGAINST Theodore (Ted) Leonsis and Daniel Vasella are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/06/2024	Management	12	Elect Director Christopher D. Young	For	For	For	For	Votes AGAINST Theodore (Ted) Leonsis and Daniel Vasella are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/06/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Express Company	05/06/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
American Express Company	05/06/2024	Management	15	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 4.09 percent is acceptable.
American Express Company	05/06/2024	Shareholder	16	Submit Severance Agreement to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted. While current severance entitlements are reasonable, the company does not disclose a policy prohibiting additional cash severance payments beyond a certain level or a mechanism that would require shareholder approval in order for excessive cash severance to be payable. The requested policy would ensure such shareholder protections.
American Express Company	05/06/2024	Shareholder	17	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted. Additional disclosure would help shareholders better evaluate how the company is addressing any misalignments between its direct and indirect lobbying activities and its public commitment to achieve net zero emissions.
American Express Company	05/06/2024	Shareholder	18	Report on Company's Policy on Merchant Category Codes	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company appears to be taking appropriate action to mitigate risks associated with the potential implementation of a merchant category code for standalone gun and ammunition stores.
American Financial Group, Inc.	05/23/2024	Management	1	Elect Director Carl H. Lindner, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Financial Group, Inc.	05/23/2024	Management	2	Elect Director S. Craig Lindner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/23/2024	Management	3	Elect Director John B. Berding	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/23/2024	Management	4	Elect Director James E. Evans	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/23/2024	Management	5	Elect Director Gregory G. Joseph	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/23/2024	Management	6	Elect Director Mary Beth Martin	For	For	For	For	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Financial Group, Inc.	05/23/2024	Management	7	Elect Director Amy Y. Murray	For	For	For	For	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/23/2024	Management	8	Elect Director Roger K. Newport	For	For	For	For	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/23/2024	Management	9	Elect Director Evans N. Nwankwo	For	For	For	For	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/23/2024	Management	10	Elect Director William W. Verity	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/23/2024	Management	11	Elect Director John I. Von Lehman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/23/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Financial Group, Inc.	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Financial Group, Inc.	05/23/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
American Homes 4 Rent	05/10/2024	Management	1	Elect Director Matthew J. Hart	For	For	For	For	Votes AGAINST James Kropp are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Homes 4 Rent	05/10/2024	Management	2	Elect Director David P. Singelyn	For	For	For	For	Votes AGAINST James Kropp are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Homes 4 Rent	05/10/2024	Management	3	Elect Director Douglas N. Benham	For	For	For	For	Votes AGAINST James Kropp are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Homes 4 Rent	05/10/2024	Management	4	Elect Director Jack Corrigan	For	For	For	For	Votes AGAINST James Kropp are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Homes 4 Rent	05/10/2024	Management	5	Elect Director David Goldberg	For	For	For	For	Votes AGAINST James Kropp are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Homes 4 Rent	05/10/2024	Management	6	Elect Director Tamara H. Gustavson	For	For	For	For	Votes AGAINST James Kropp are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Homes 4 Rent	05/10/2024	Management	7	Elect Director Michelle C. Kerrick	For	For	For	For	Votes AGAINST James Kropp are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Homes 4 Rent	05/10/2024	Management	8	Elect Director James H. Kropp	For	For	Against	Against	Votes AGAINST James Kropp are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Homes 4 Rent	05/10/2024	Management	9	Elect Director Lynn C. Swann	For	For	For	For	Votes AGAINST James Kropp are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Homes 4 Rent	05/10/2024	Management	10	Elect Director Winifred M. Webb	For	For	For	For	Votes AGAINST James Kropp are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Homes 4 Rent	05/10/2024	Management	11	Elect Director Jay Willoughby	For	For	For	For	Votes AGAINST James Kropp are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Homes 4 Rent	05/10/2024	Management	12	Elect Director Matthew R. Zaist	For	For	For	For	Votes AGAINST James Kropp are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Homes 4 Rent	05/10/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Homes 4 Rent	05/10/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
American International Group, Inc.	05/15/2024	Management	1	Elect Director Paola Bergamaschi	For	For	For	For	A vote FOR the director nominees is warranted.
American International Group, Inc.	05/15/2024	Management	2	Elect Director James Cole, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American International Group, Inc.	05/15/2024	Management	3	Elect Director James (Jimmy) Dunne, III	For	For	For	For	A vote FOR the director nominees is warranted.
American International Group, Inc.	05/15/2024	Management	4	Elect Director John (Chris) Inglis	For	For	For	For	A vote FOR the director nominees is warranted.
American International Group, Inc.	05/15/2024	Management	5	Elect Director Linda A. Mills	For	For	For	For	A vote FOR the director nominees is warranted.
American International Group, Inc.	05/15/2024	Management	6	Elect Director Diana M. Murphy	For	For	For	For	A vote FOR the director nominees is warranted.
American International Group, Inc.	05/15/2024	Management	7	Elect Director Peter R. Porrino	For	For	For	For	A vote FOR the director nominees is warranted.
American International Group, Inc.	05/15/2024	Management	8	Elect Director John G. Rice	For	For	For	For	A vote FOR the director nominees is warranted.
American International Group, Inc.	05/15/2024	Management	9	Elect Director Vanessa A. Wittman	For	For	For	For	A vote FOR the director nominees is warranted.
American International Group, Inc.	05/15/2024	Management	10	Elect Director Peter Zaffino	For	For	For	For	A vote FOR the director nominees is warranted.
American International Group, Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
American International Group, Inc.	05/15/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American International Group, Inc.	05/15/2024	Shareholder	13	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
American International Group, Inc.	05/15/2024	Shareholder	14	Adopt Director Election Resignation Bylaw	Against	Against	For	For	A vote FOR this proposal is warranted because the adoption of an enhanced director resignation policy for directors who failed to receive the required shareholder votes would transform the election-of-directors process into a more meaningful voice for shareholders and would serve to strengthen director accountability at the company.
American Tower Corporation	05/22/2024	Management	1	Elect Director Steven O. Vondran	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve and JoAnn Reed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/22/2024	Management	2	Elect Director Kelly C. Chambliss	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve and JoAnn Reed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/22/2024	Management	3	Elect Director Teresa H. Clarke	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve and JoAnn Reed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/22/2024	Management	4	Elect Director Kenneth R. Frank	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve and JoAnn Reed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Tower Corporation	05/22/2024	Management	5	Elect Director Robert D. Hormats	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve and JoAnn Reed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/22/2024	Management	6	Elect Director Grace D. Lieblein	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve and JoAnn Reed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/22/2024	Management	7	Elect Director Craig Macnab	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve and JoAnn Reed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/22/2024	Management	8	Elect Director Neville R. Ray	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve and JoAnn Reed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/22/2024	Management	9	Elect Director JoAnn A. Reed	For	For	Against	Against	Votes AGAINST Pamela (Pam) Reeve and JoAnn Reed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/22/2024	Management	10	Elect Director Pamela D. A. Reeve	For	For	Against	Against	Votes AGAINST Pamela (Pam) Reeve and JoAnn Reed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/22/2024	Management	11	Elect Director Bruce L. Tanner	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve and JoAnn Reed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/22/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Tower Corporation	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
American Tower Corporation	05/22/2024	Shareholder	14	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would enhance the existing shareholder right to call special meetings.
American Tower Corporation	05/22/2024	Shareholder	15	Report on Median and Adjusted Gender/Racial Pay Gaps	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from median racial/gender pay gap reporting that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.
American Water Works Company, Inc.	05/15/2024	Management	1	Elect Director Jeffrey N. Edwards	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Water Works Company, Inc.	05/15/2024	Management	2	Elect Director Martha Clark Goss	For	For	Against	Against	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/15/2024	Management	3	Elect Director M. Susan Hardwick	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/15/2024	Management	4	Elect Director Kimberly J. Harris	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/15/2024	Management	5	Elect Director Laurie P. Havanec	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/15/2024	Management	6	Elect Director Julia L. Johnson	For	For	Against	Against	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/15/2024	Management	7	Elect Director Patricia L. Kampling	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/15/2024	Management	8	Elect Director Karl F. Kurz	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/15/2024	Management	9	Elect Director Michael L. Marberry	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
American Water Works Company, Inc.	05/15/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Americold Realty Trust	05/22/2024	Management	1	Elect Director George F. Chappelle, Jr.	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/22/2024	Management	2	Elect Director George J. Alburger, Jr.	For	For	Against	Against	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Americold Realty Trust	05/22/2024	Management	3	Elect Director Kelly H. Barrett	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/22/2024	Management	4	Elect Director Robert L. Bass	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/22/2024	Management	5	Elect Director Antonio F. Fernandez	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/22/2024	Management	6	Elect Director Pamela K. Kohn	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/22/2024	Management	7	Elect Director David J. Neithercut	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/22/2024	Management	8	Elect Director Mark R. Patterson	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/22/2024	Management	9	Elect Director Andrew P. Power	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Americold Realty Trust	05/22/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Ameriprise Financial, Inc.	04/24/2024	Management	1	Elect Director James M. Cracchiolo	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/24/2024	Management	2	Elect Director Robert F. Sharpe, Jr.	For	For	Against	Against	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/24/2024	Management	3	Elect Director Dianne Neal Blixt	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ameriprise Financial, Inc.	04/24/2024	Management	4	Elect Director Amy DiGeso	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/24/2024	Management	5	Elect Director Christopher J. Williams	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/24/2024	Management	6	Elect Director Armando Pimentel, Jr.	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/24/2024	Management	7	Elect Director Brian T. Shea	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/24/2024	Management	8	Elect Director W. Edward Walter, III	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/24/2024	Management	9	Amend Certificate of Incorporation to Allow the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Ameriprise Financial, Inc.	04/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Ameriprise Financial, Inc.	04/24/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AMETEK, Inc.	05/07/2024	Management	1	Elect Director Tod E. Carpenter	For	For	For	For	A vote FOR all director nominees is warranted.
AMETEK, Inc.	05/07/2024	Management	2	Elect Director Karleen M. Oberton	For	For	For	For	A vote FOR all director nominees is warranted.
AMETEK, Inc.	05/07/2024	Management	3	Elect Director Suzanne L. Stefany	For	For	For	For	A vote FOR all director nominees is warranted.
AMETEK, Inc.	05/07/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
AMETEK, Inc.	05/07/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amgen Inc.	05/31/2024	Management	1	Elect Director Wanda M. Austin	For	For	For	For	Votes AGAINST Robert (Bob) Eckert and Tyler Jacks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/31/2024	Management	2	Elect Director Robert A. Bradway	For	For	For	For	Votes AGAINST Robert (Bob) Eckert and Tyler Jacks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/31/2024	Management	3	Elect Director Michael V. Drake	For	For	For	For	Votes AGAINST Robert (Bob) Eckert and Tyler Jacks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amgen Inc.	05/31/2024	Management	4	Elect Director Brian J. Druker	For	For	For	For	Votes AGAINST Robert (Bob) Eckert and Tyler Jacks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/31/2024	Management	5	Elect Director Robert A. Eckert	For	For	Against	Against	Votes AGAINST Robert (Bob) Eckert and Tyler Jacks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/31/2024	Management	6	Elect Director Greg C. Garland	For	For	For	For	Votes AGAINST Robert (Bob) Eckert and Tyler Jacks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/31/2024	Management	7	Elect Director Charles M. Holley, Jr.	For	For	For	For	Votes AGAINST Robert (Bob) Eckert and Tyler Jacks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/31/2024	Management	8	Elect Director S. Omar Ishrak	For	For	For	For	Votes AGAINST Robert (Bob) Eckert and Tyler Jacks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/31/2024	Management	9	Elect Director Tyler Jacks	For	For	Against	Against	Votes AGAINST Robert (Bob) Eckert and Tyler Jacks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/31/2024	Management	10	Elect Director Mary E. Klotman	For	For	For	For	Votes AGAINST Robert (Bob) Eckert and Tyler Jacks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/31/2024	Management	11	Elect Director Ellen J. Kullman	For	For	For	For	Votes AGAINST Robert (Bob) Eckert and Tyler Jacks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/31/2024	Management	12	Elect Director Amy E. Miles	For	For	For	For	Votes AGAINST Robert (Bob) Eckert and Tyler Jacks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/31/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Amgen Inc.	05/31/2024	Management	14	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Amgen Inc.	05/31/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amphenol Corporation	05/16/2024	Management	1	Elect Director Nancy A. Altobello	For	For	For	For	Votes AGAINST non-independent nominees Martin Loeffler, R. Adam Norwitt, David Falck, Edward Jepsen, and Anne Wolff are warranted for lack of a majority independent board. Votes AGAINST David Falck, Edward Jepsen, and Anne Wolff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/16/2024	Management	2	Elect Director David P. Falck	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Loeffler, R. Adam Norwitt, David Falck, Edward Jepsen, and Anne Wolff are warranted for lack of a majority independent board. Votes AGAINST David Falck, Edward Jepsen, and Anne Wolff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/16/2024	Management	3	Elect Director Edward G. Jepsen	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Loeffler, R. Adam Norwitt, David Falck, Edward Jepsen, and Anne Wolff are warranted for lack of a majority independent board. Votes AGAINST David Falck, Edward Jepsen, and Anne Wolff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/16/2024	Management	4	Elect Director Rita S. Lane	For	For	For	For	Votes AGAINST non-independent nominees Martin Loeffler, R. Adam Norwitt, David Falck, Edward Jepsen, and Anne Wolff are warranted for lack of a majority independent board. Votes AGAINST David Falck, Edward Jepsen, and Anne Wolff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/16/2024	Management	5	Elect Director Robert A. Livingston	For	For	For	For	Votes AGAINST non-independent nominees Martin Loeffler, R. Adam Norwitt, David Falck, Edward Jepsen, and Anne Wolff are warranted for lack of a majority independent board. Votes AGAINST David Falck, Edward Jepsen, and Anne Wolff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/16/2024	Management	6	Elect Director Martin H. Loeffler	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Loeffler, R. Adam Norwitt, David Falck, Edward Jepsen, and Anne Wolff are warranted for lack of a majority independent board. Votes AGAINST David Falck, Edward Jepsen, and Anne Wolff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amphenol Corporation	05/16/2024	Management	7	Elect Director R. Adam Norwitt	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Loeffler, R. Adam Norwitt, David Falck, Edward Jepsen, and Anne Wolff are warranted for lack of a majority independent board. Votes AGAINST David Falck, Edward Jepsen, and Anne Wolff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/16/2024	Management	8	Elect Director Prahlad Singh	For	For	For	For	Votes AGAINST non-independent nominees Martin Loeffler, R. Adam Norwitt, David Falck, Edward Jepsen, and Anne Wolff are warranted for lack of a majority independent board. Votes AGAINST David Falck, Edward Jepsen, and Anne Wolff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/16/2024	Management	9	Elect Director Anne Clarke Wolff	For	Against	Against	Against	Votes AGAINST non-independent nominees Martin Loeffler, R. Adam Norwitt, David Falck, Edward Jepsen, and Anne Wolff are warranted for lack of a majority independent board. Votes AGAINST David Falck, Edward Jepsen, and Anne Wolff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/16/2024	Management	10	Approve Non-Employee Director Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for auto-accelerated vesting of awards upon a change in control.
Amphenol Corporation	05/16/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amphenol Corporation	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Amphenol Corporation	05/16/2024	Management	13	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Amphenol Corporation	05/16/2024	Shareholder	14	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 15 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse is small.
Analog Devices, Inc.	03/13/2024	Management	1	Elect Director Vincent Roche	For	For	For	For	Votes AGAINST James Champy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/13/2024	Management	2	Elect Director Stephen M. Jennings	For	For	For	For	Votes AGAINST James Champy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/13/2024	Management	3	Elect Director Andre Andonian	For	For	For	For	Votes AGAINST James Champy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Analog Devices, Inc.	03/13/2024	Management	4	Elect Director James A. Champy	For	For	Against	Against	Votes AGAINST James Champy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/13/2024	Management	5	Elect Director Edward H. Frank	For	For	For	For	Votes AGAINST James Champy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/13/2024	Management	6	Elect Director Laurie H. Glimcher	For	For	For	For	Votes AGAINST James Champy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/13/2024	Management	7	Elect Director Karen M. Golz	For	For	For	For	Votes AGAINST James Champy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/13/2024	Management	8	Elect Director Peter B. Henry	For	For	For	For	Votes AGAINST James Champy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/13/2024	Management	9	Elect Director Mercedes Johnson	For	For	For	For	Votes AGAINST James Champy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/13/2024	Management	10	Elect Director Ray Stata	For	For	For	For	Votes AGAINST James Champy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/13/2024	Management	11	Elect Director Susie Wee	For	For	For	For	Votes AGAINST James Champy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/13/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Analog Devices, Inc.	03/13/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Analog Devices, Inc.	03/13/2024	Shareholder	14	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement enhances shareholder rights.
Annaly Capital Management, Inc.	05/15/2024	Management	1	Elect Director Francine J. Bovich	For	For	For	For	Votes AGAINST Michael Haylon and John Schaefer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/15/2024	Management	2	Elect Director David L. Finkelstein	For	For	For	For	Votes AGAINST Michael Haylon and John Schaefer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/15/2024	Management	3	Elect Director Thomas Hamilton	For	For	For	For	Votes AGAINST Michael Haylon and John Schaefer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Annaly Capital Management, Inc.	05/15/2024	Management	4	Elect Director Kathy Hopinkah Hannan	For	For	For	For	Votes AGAINST Michael Haylon and John Schaefer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/15/2024	Management	5	Elect Director Michael Haylon	For	For	Against	Against	Votes AGAINST Michael Haylon and John Schaefer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/15/2024	Management	6	Elect Director Martin Laguerre	For	For	For	For	Votes AGAINST Michael Haylon and John Schaefer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/15/2024	Management	7	Elect Director Manon Laroche	For	For	For	For	Votes AGAINST Michael Haylon and John Schaefer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/15/2024	Management	8	Elect Director Eric A. Reeves	For	For	For	For	Votes AGAINST Michael Haylon and John Schaefer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/15/2024	Management	9	Elect Director John H. Schaefer	For	For	Against	Against	Votes AGAINST Michael Haylon and John Schaefer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/15/2024	Management	10	Elect Director Glenn A. Votek	For	For	For	For	Votes AGAINST Michael Haylon and John Schaefer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/15/2024	Management	11	Elect Director Scott Wede	For	For	For	For	Votes AGAINST Michael Haylon and John Schaefer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/15/2024	Management	12	Elect Director Vicki Williams	For	For	For	For	Votes AGAINST Michael Haylon and John Schaefer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Annaly Capital Management, Inc.	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Half of LTI awards vest based on clearly-disclosed multi-year goals and the relative metric targets outperformance. However, there are significant concerns surrounding the corporate scorecard used to determine incentive awards. The structure is overly complex, and the minimum hurdle required to receive a payout does not appear meaningful. Concerns are heightened in the context of a relatively large cash incentive opportunity for the CEO and a target LTI opportunity which increased amid sustained TSR underperformance. While certain FY24 pay program commitments disclosed in a supplemental filing aimed at addressing pay program complexity and rigor appear positive, the commitments do not sufficiently mitigate concerns identified for the year in review.
Annaly Capital Management, Inc.	05/15/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ANSYS, Inc.	05/22/2024	Management	1	Approve Merger Agreement	For	For	For	For	On balance, support FOR this transaction is warranted in light of the compelling strategic rationale, the reasonably thorough sales process, and the premium implied by the balanced form of consideration, which provides liquidity and certainty of value, as well as continued participation in the upside potential of the combined company.
ANSYS, Inc.	05/22/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable. Further, outstanding equity will only accelerate upon a qualifying termination.
ANSYS, Inc.	05/22/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted as the underlying transaction merits support.
ANSYS, Inc.	06/07/2024	Management	1	Elect Director Jim Frankola	For	For	For	For	Votes AGAINST Ronald (Ron) Hovsepian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ANSYS, Inc.	06/07/2024	Management	2	Elect Director Alec D. Gallimore	For	For	For	For	Votes AGAINST Ronald (Ron) Hovsepian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ANSYS, Inc.	06/07/2024	Management	3	Elect Director Ronald W. Hovsepian	For	For	Against	Against	Votes AGAINST Ronald (Ron) Hovsepian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ANSYS, Inc.	06/07/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ANSYS, Inc.	06/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ANSYS, Inc.	06/07/2024	Shareholder	6	Provide Right to Call a Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as the ability to call special meetings would improve shareholder rights.
Antero Midstream Corporation	06/05/2024	Management	1	Elect Director Michael N. Kennedy	For	For	For	For	WITHHOLD votes are warranted for Brooks Klimley (i) as Nominating Committee chair, for lack of racial/ethnic diversity on the board, and (ii) as Governance Committee member, given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Antero Midstream Corporation	06/05/2024	Management	2	Elect Director Brooks J. Klimley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Brooks Klimley (i) as Nominating Committee chair, for lack of racial/ethnic diversity on the board, and (ii) as Governance Committee member, given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Antero Midstream Corporation	06/05/2024	Management	3	Elect Director John C. Mollenkopf	For	For	For	For	WITHHOLD votes are warranted for Brooks Klimley (i) as Nominating Committee chair, for lack of racial/ethnic diversity on the board, and (ii) as Governance Committee member, given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Antero Midstream Corporation	06/05/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Antero Midstream Corporation	06/05/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Antero Midstream Corporation	06/05/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to officers for the exercise of awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aon Plc	06/21/2024	Management	1	Elect Director Lester B. Knight	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon Plc	06/21/2024	Management	2	Elect Director Gregory C. Case	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon Plc	06/21/2024	Management	3	Elect Director Jose Antonio Alvarez	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon Plc	06/21/2024	Management	4	Elect Director Jin-Yong Cai	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon Plc	06/21/2024	Management	5	Elect Director Jeffrey C. Campbell	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aon Plc	06/21/2024	Management	6	Elect Director Fulvio Conti	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon Plc	06/21/2024	Management	7	Elect Director Cheryl A. Francis	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon Plc	06/21/2024	Management	8	Elect Director Adriana Karaboutis	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon Plc	06/21/2024	Management	9	Elect Director Richard C. Notebaert	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon Plc	06/21/2024	Management	10	Elect Director Gloria Santona	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aon Plc	06/21/2024	Management	11	Elect Director Sarah E. Smith	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon Plc	06/21/2024	Management	12	Elect Director Byron O. Spruell	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert and Gloria Santona are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon Plc	06/21/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Aon Plc	06/21/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aon Plc	06/21/2024	Management	15	Ratify Ernst & Young Chartered Accountants as Statutory Auditor	For	For	For	For	A vote FOR these proposals to ratify the auditor is warranted.
Aon Plc	06/21/2024	Management	16	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	For	A vote FOR these proposals to ratify the auditor is warranted.
Aon Plc	06/21/2024	Management	17	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST these proposals is warranted because the proposed amounts are not within recommended limits.
Aon Plc	06/21/2024	Management	18	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these proposals is warranted because the proposed amounts are not within recommended limits.
APA CORPORATION	03/27/2024	Management	1	Issue Shares in Connection with Acquisition	For	For	For	For	The strategic rationale appears sound, as APA will have a larger and more balanced presence in the Permian and the merger is expected to generate meaningful cost synergies and be accretive to earnings. While APA shares have underperformed against the broader market since announcement, this appears to be driven by a longer term decline in share price due to operational headwinds (including the impact of a drop in natural gas prices on free cash flows and macroeconomic conditions in Egypt), as well as the possible erosion of a takeout premium in APA's shares. In light of these factors, support FOR the proposed transaction is warranted.
APA CORPORATION	03/27/2024	Management	2	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Apartment Income REIT Corp.	06/25/2024	Management	1	Approve Merger Agreement	For	For	For	For	Although the sale process was limited to an outreach to just three parties, the board appears to have thoroughly evaluated the range of potential buyers. The proposed consideration offers a premium to shareholders and the all-cash consideration provides certainty of value. Given AIRC underperformance relative to the index prior to announcement, there appears to be potential downside risk of non-approval. As such, support FOR the proposed transaction is warranted.
Apartment Income REIT Corp.	06/25/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Though a portion of equity awards are single trigger, the majority of the CEO's equity awards are double trigger. Additionally, cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable.
Apartment Income REIT Corp.	06/25/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted as the underlying transaction warrants support.
Apollo Global Management, Inc.	06/24/2024	Management	1	Elect Director Marc Beilinson	For	Against	Against	Against	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director
Apollo Global Management, Inc.	06/24/2024	Management	2	Elect Director James Belardi	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Apollo Global Management, Inc.	06/24/2024	Management	3	Elect Director Jessica Bibliowicz	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director
Apollo Global Management, Inc.	06/24/2024	Management	4	Elect Director Jay Clayton (Walter J. Clayton, III)	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director
Apollo Global Management, Inc.	06/24/2024	Management	5	Elect Director Michael Ducey	For	For	Against	Against	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Apollo Global Management, Inc.	06/24/2024	Management	6	Elect Director Kerry Murphy Healey	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director
Apollo Global Management, Inc.	06/24/2024	Management	7	Elect Director Mitra Hormozi	For	Against	Against	Against	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director
Apollo Global Management, Inc.	06/24/2024	Management	8	Elect Director Pamela Joyner	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Apollo Global Management, Inc.	06/24/2024	Management	9	Elect Director Scott Kleinman	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director
Apollo Global Management, Inc.	06/24/2024	Management	10	Elect Director A.B. Krongard	For	For	Against	Against	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director
Apollo Global Management, Inc.	06/24/2024	Management	11	Elect Director Pauline Richards	For	For	Against	Against	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Apollo Global Management, Inc.	06/24/2024	Management	12	Elect Director Marc Rowan	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director
Apollo Global Management, Inc.	06/24/2024	Management	13	Elect Director David Simon	For	For	Against	Against	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director
Apollo Global Management, Inc.	06/24/2024	Management	14	Elect Director Lynn Swann	For	Against	Against	Against	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Apollo Global Management, Inc.	06/24/2024	Management	15	Elect Director Patrick Toomey	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director
Apollo Global Management, Inc.	06/24/2024	Management	16	Elect Director James Zelter	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard, and Pauline Richards are warranted for serving as non-independent members of a key board committee.Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic.A vote FOR the remaining director
Apollo Global Management, Inc.	06/24/2024	Management	17	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Apple Inc.	02/28/2024	Management	1	Elect Director Wanda Austin	For	For	For	For	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	02/28/2024	Management	2	Elect Director Tim Cook	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Apple Inc.	02/28/2024	Management	3	Elect Director Alex Gorsky	For	For	For	For	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	02/28/2024	Management	4	Elect Director Andrea Jung	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	02/28/2024	Management	5	Elect Director Art Levinson	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	02/28/2024	Management	6	Elect Director Monica Lozano	For	For	For	For	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	02/28/2024	Management	7	Elect Director Ron Sugar	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	02/28/2024	Management	8	Elect Director Sue Wagner	For	For	For	For	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	02/28/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Apple Inc.	02/28/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Apple Inc.	02/28/2024	Shareholder	11	Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company appears to be providing shareholders with sufficient disclosure around its diversity and inclusion efforts and nondiscrimination policies, and including viewpoint and ideology in EEO policies does not appear to be a standard industry practice.
Apple Inc.	02/28/2024	Shareholder	12	Report on Standards and Procedures to Curate App Content	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. Apple appears to have enhanced its disclosure around its management of government information requests and now provides sufficient information for shareholders to evaluate its performance.
Apple Inc.	02/28/2024	Shareholder	13	Report on Median Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as median pay gap statistics would allow shareholders to better compare and measure the progress of the company's diversity and inclusion initiatives.
Apple Inc.	02/28/2024	Shareholder	14	Report on Use of Artificial Intelligence	Against	For	For	For	A vote FOR this proposal is warranted. The company's lack of disclosure regarding AI limits shareholders' ability to evaluate the risks associated with the use of AI or the actions the company is potentially taking to mitigate those risks. Improved transparency and the disclosure of an ethical guideline may alleviate shareholder concerns.
Apple Inc.	02/28/2024	Shareholder	15	Report on Congruency of Company's Privacy and Human Rights Policies with its Actions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company appears to provide shareholders with sufficient disclosure to assess its management of risks related to its operations in high risk markets and to have policies and oversight mechanisms in place that seem to address human rights concerns raised by the proponent.
Applied Materials, Inc.	03/07/2024	Management	1	Elect Director Rani Borkar	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/07/2024	Management	2	Elect Director Judy Bruner	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/07/2024	Management	3	Elect Director Xun (Eric) Chen	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/07/2024	Management	4	Elect Director Aart J. de Geus	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Applied Materials, Inc.	03/07/2024	Management	5	Elect Director Gary E. Dickerson	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/07/2024	Management	6	Elect Director Thomas J. Iannotti	For	For	Against	Against	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/07/2024	Management	7	Elect Director Alexander A. Karsner	For	For	Against	Against	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/07/2024	Management	8	Elect Director Kevin P. March	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/07/2024	Management	9	Elect Director Yvonne McGill	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/07/2024	Management	10	Elect Director Scott A. McGregor	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Applied Materials, Inc.	03/07/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Applied Materials, Inc.	03/07/2024	Shareholder	13	Report on Lobbying Payments and Policy	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information allowing them to better measure the progress of the company's diversity and inclusion initiatives and its management of related risks.
Applied Materials, Inc.	03/07/2024	Shareholder	14	Report on Median and Adjusted Gender/Racial Pay Gaps	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information allowing them to better measure the progress of the company's diversity and inclusion initiatives and its management of related risks.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AppLovin Corporation	06/05/2024	Management	1	Elect Director Adam Foughi	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Alyssa Dawson and Margaret (Margo) Georgiadis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foughi and Herald Chen are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Compensation Committee member Craig Billings are also warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
AppLovin Corporation	06/05/2024	Management	2	Elect Director Craig Billings	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Alyssa Dawson and Margaret (Margo) Georgiadis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foughi and Herald Chen are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Compensation Committee member Craig Billings are also warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
AppLovin Corporation	06/05/2024	Management	3	Elect Director Herald Chen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Alyssa Dawson and Margaret (Margo) Georgiadis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foughi and Herald Chen are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Compensation Committee member Craig Billings are also warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AppLovin Corporation	06/05/2024	Management	4	Elect Director Margaret Georgiadis	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Alyssa Dawson and Margaret (Margo) Georgiadis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Compensation Committee member Craig Billings are also warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
AppLovin Corporation	06/05/2024	Management	5	Elect Director Alyssa Harvey Dawson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Alyssa Dawson and Margaret (Margo) Georgiadis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Compensation Committee member Craig Billings are also warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
AppLovin Corporation	06/05/2024	Management	6	Elect Director Barbara Messing	For	For	For	For	WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Alyssa Dawson and Margaret (Margo) Georgiadis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Compensation Committee member Craig Billings are also warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AppLovin Corporation	06/05/2024	Management	7	Elect Director Todd Morgenfeld	For	For	For	For	WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Alyssa Dawson and Margaret (Margo) Georgiadis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Compensation Committee member Craig Billings are also warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
AppLovin Corporation	06/05/2024	Management	8	Elect Director Edward Oberwager	For	For	For	For	WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Alyssa Dawson and Margaret (Margo) Georgiadis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Compensation Committee member Craig Billings are also warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
AppLovin Corporation	06/05/2024	Management	9	Elect Director Eduardo Vivas	For	For	For	For	WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Alyssa Dawson and Margaret (Margo) Georgiadis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Compensation Committee member Craig Billings are also warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
AppLovin Corporation	06/05/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AptarGroup, Inc.	05/01/2024	Management	1	Elect Director Sarah Glickman	For	For	For	For	Votes AGAINST Ralf Wunderlich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AptarGroup, Inc.	05/01/2024	Management	2	Elect Director Matt Trerotola	For	For	For	For	Votes AGAINST Ralf Wunderlich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AptarGroup, Inc.	05/01/2024	Management	3	Elect Director Ralf K. Wunderlich	For	For	Against	Against	Votes AGAINST Ralf Wunderlich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AptarGroup, Inc.	05/01/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
AptarGroup, Inc.	05/01/2024	Management	5	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
AptarGroup, Inc.	05/01/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aptiv PLC	04/24/2024	Management	1	Elect Director Kevin P. Clark	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Aptiv PLC	04/24/2024	Management	2	Elect Director Nancy E. Cooper	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Aptiv PLC	04/24/2024	Management	3	Elect Director Joseph L. (Jay) Hooley	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Aptiv PLC	04/24/2024	Management	4	Elect Director Vasumati P. (Vasu) Jakkal	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Aptiv PLC	04/24/2024	Management	5	Elect Director Merit E. Janow	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Aptiv PLC	04/24/2024	Management	6	Elect Director Sean O. Mahoney	For	For	Against	Against	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Aptiv PLC	04/24/2024	Management	7	Elect Director Paul M. Meister	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Aptiv PLC	04/24/2024	Management	8	Elect Director Robert K. (Kelly) Ortberg	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Aptiv PLC	04/24/2024	Management	9	Elect Director Colin J. Parris	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aptiv PLC	04/24/2024	Management	10	Elect Director Ana G. Pinczuk	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Aptiv PLC	04/24/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years and the non-auditing consulting fees represent more than 25 percent of total fees paid.
Aptiv PLC	04/24/2024	Management	12	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Aptiv PLC	04/24/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Aptiv PLC	04/24/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Aramark	01/30/2024	Management	1	Elect Director Susan M. Cameron	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	2	Elect Director Greg Creed	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	3	Elect Director Brian M. DelGhiaccio	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	4	Elect Director Bridgette P. Heller	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	5	Elect Director Kenneth M. Keverian	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	6	Elect Director Karen M. King	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	7	Elect Director Patricia E. Lopez	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	8	Elect Director Stephen I. Sadove	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	9	Elect Director Kevin G. Wills	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	10	Elect Director John J. Zillmer	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	01/30/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Aramark	01/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Arch Capital Group Ltd.	05/09/2024	Management	1	Elect Director Laurie S. Goodman	For	For	For	For	Votes AGAINST non-independent nominee John Pasquesi are warranted for lack of a majority independent board. Votes FOR Laurie S. Goodman are warranted.
Arch Capital Group Ltd.	05/09/2024	Management	2	Elect Director John M. Pasquesi	For	For	Against	Against	Votes AGAINST non-independent nominee John Pasquesi are warranted for lack of a majority independent board. Votes FOR Laurie S. Goodman are warranted.
Arch Capital Group Ltd.	05/09/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Arch Capital Group Ltd.	05/09/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arch Capital Group Ltd.	05/09/2024	Management	5	Elect Director Brian Chen as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/09/2024	Management	6	Elect Director Crystal Doughty as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Arch Capital Group Ltd.	05/09/2024	Management	7	Elect Director Matthew Dragonetti as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/09/2024	Management	8	Elect Director Seamus Fearon as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/09/2024	Management	9	Elect Director Jerome Halgan as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/09/2024	Management	10	Elect Director Chris Hovey as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/09/2024	Management	11	Elect Director Francois Morin as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/09/2024	Management	12	Elect Director David J. Mulholland as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/09/2024	Management	13	Elect Director Chiara Nannini as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/09/2024	Management	14	Elect Director Maamoun Rajeh as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/09/2024	Management	15	Elect Director William Soares as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/09/2024	Management	16	Elect Director Alan Tiernan as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/09/2024	Management	17	Elect Director Christine Todd as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Archer-Daniels-Midland Company	05/23/2024	Management	1	Elect Director Michael S. Burke	For	For	For	For	Votes AGAINST Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/23/2024	Management	2	Elect Director Theodore Colbert	For	For	For	For	Votes AGAINST Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/23/2024	Management	3	Elect Director James C. Collins, Jr.	For	For	For	For	Votes AGAINST Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/23/2024	Management	4	Elect Director Terrell K. Crews	For	For	For	For	Votes AGAINST Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/23/2024	Management	5	Elect Director Ellen de Brabander	For	For	For	For	Votes AGAINST Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Archer-Daniels-Midland Company	05/23/2024	Management	6	Elect Director Suzan F. Harrison	For	For	For	For	Votes AGAINST Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/23/2024	Management	7	Elect Director Juan R. Luciano	For	For	For	For	Votes AGAINST Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/23/2024	Management	8	Elect Director Patrick J. Moore	For	For	Against	Against	Votes AGAINST Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/23/2024	Management	9	Elect Director Debra A. Sandler	For	For	For	For	Votes AGAINST Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/23/2024	Management	10	Elect Director Lei Z. Schlitz	For	For	For	For	Votes AGAINST Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/23/2024	Management	11	Elect Director Kelvin R. Westbrook	For	For	Against	Against	Votes AGAINST Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.
Archer-Daniels-Midland Company	05/23/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Archer-Daniels-Midland Company	05/23/2024	Shareholder	14	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ares Management Corporation	06/04/2024	Management	1	Elect Director Michael J. Arougheti	For	Against	Against	Against	<p>Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. In the absence of a say-on-pay proposal, votes AGAINST compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are warranted due to outsized incentive fee payments and carried interest distributions.</p>
Ares Management Corporation	06/04/2024	Management	2	Elect Director Ashish Bhutani	For	Against	Against	Against	<p>Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. In the absence of a say-on-pay proposal, votes AGAINST compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are warranted due to outsized incentive fee payments and carried interest distributions.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ares Management Corporation	06/04/2024	Management	3	Elect Director Antoinette Bush	For	Against	Against	Against	<p>Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. In the absence of a say-on-pay proposal, votes AGAINST compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are warranted due to outsized incentive fee payments and carried interest distributions.</p>
Ares Management Corporation	06/04/2024	Management	4	Elect Director R. Kipp deVeer	For	Against	Against	Against	<p>Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. In the absence of a say-on-pay proposal, votes AGAINST compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are warranted due to outsized incentive fee payments and carried interest distributions.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ares Management Corporation	06/04/2024	Management	5	Elect Director Paul G. Joubert	For	Against	Against	Against	<p>Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. In the absence of a say-on-pay proposal, votes AGAINST compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are warranted due to outsized incentive fee payments and carried interest distributions.</p>
Ares Management Corporation	06/04/2024	Management	6	Elect Director David B. Kaplan	For	Against	Against	Against	<p>Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. In the absence of a say-on-pay proposal, votes AGAINST compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are warranted due to outsized incentive fee payments and carried interest distributions.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ares Management Corporation	06/04/2024	Management	7	Elect Director Michael Lynton	For	Against	Against	Against	<p>Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. In the absence of a say-on-pay proposal, votes AGAINST compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are warranted due to outsized incentive fee payments and carried interest distributions.</p>
Ares Management Corporation	06/04/2024	Management	8	Elect Director Eileen Naughton	For	Against	Against	Against	<p>Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. In the absence of a say-on-pay proposal, votes AGAINST compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are warranted due to outsized incentive fee payments and carried interest distributions.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ares Management Corporation	06/04/2024	Management	9	Elect Director Judy D. Olian	For	Against	Against	Against	<p>Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. In the absence of a say-on-pay proposal, votes AGAINST compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are warranted due to outsized incentive fee payments and carried interest distributions.</p>
Ares Management Corporation	06/04/2024	Management	10	Elect Director Antony P. Ressler	For	Against	Against	Against	<p>Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. In the absence of a say-on-pay proposal, votes AGAINST compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are warranted due to outsized incentive fee payments and carried interest distributions.</p>



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ares Management Corporation	06/04/2024	Management	11	Elect Director Bennett Rosenthal	For	Against	Against	Against	Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. In the absence of a say-on-pay proposal, votes AGAINST compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are warranted due to outsized incentive fee payments and carried interest distributions.
Ares Management Corporation	06/04/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arista Networks, Inc.	06/07/2024	Management	1	Elect Director Kelly Battles	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jayshree Ullal and Kenneth (Ken) Duda are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Jayshree Ullal and Kelly Battles are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Arista Networks, Inc.	06/07/2024	Management	2	Elect Director Kenneth Duda	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jayshree Ullal and Kenneth (Ken) Duda are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Jayshree Ullal and Kelly Battles are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Arista Networks, Inc.	06/07/2024	Management	3	Elect Director Jayshree Ullal	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jayshree Ullal and Kenneth (Ken) Duda are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Jayshree Ullal and Kelly Battles are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Arista Networks, Inc.	06/07/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Arista Networks, Inc.	06/07/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arista Networks, Inc.	06/07/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for company loans to officers for the exercise of awards.
Armstrong World Industries, Inc.	06/13/2024	Management	1	Elect Director Victor D. Grizzle	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	2	Elect Director Richard D. Holder	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	3	Elect Director Barbara L. Loughran	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	4	Elect Director William H. Osborne	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	5	Elect Director Wayne R. Shurts	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	6	Elect Director Roy W. Templin	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	7	Elect Director Cheryl T. Thomas	For	For	For	For	A vote FOR all director nominees is warranted.
Armstrong World Industries, Inc.	06/13/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Armstrong World Industries, Inc.	06/13/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Arrow Electronics, Inc.	05/07/2024	Management	1	Elect Director William F. Austen	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	2	Elect Director Fabian T. Garcia *Withdrawn Resolution*					
Arrow Electronics, Inc.	05/07/2024	Management	3	Elect Director Steven H. Gunby	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	4	Elect Director Gail E. Hamilton	For	For	Withhold	Withhold	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	5	Elect Director Michael D. Hayford	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Arrow Electronics, Inc.	05/07/2024	Management	6	Elect Director Andrew C. Kerin	For	For	Withhold	Withhold	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	7	Elect Director Sean J. Kerins	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	8	Elect Director Carol P. Lowe	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	9	Elect Director Mary T. McDowell	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	10	Elect Director Gerry P. Smith	For	For	For	For	WITHHOLD votes for Gail Hamilton and Andrew Kerin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/07/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arrow Electronics, Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Arthur J. Gallagher & Co.	05/07/2024	Management	1	Elect Director Sherry Barrat	For	For	For	For	Votes AGAINST David Johnson and Norman Rosenthal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/07/2024	Management	2	Elect Director Deborah Caplan	For	For	For	For	Votes AGAINST David Johnson and Norman Rosenthal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/07/2024	Management	3	Elect Director Teresa Clarke	For	For	For	For	Votes AGAINST David Johnson and Norman Rosenthal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/07/2024	Management	4	Elect Director John Coldman	For	For	For	For	Votes AGAINST David Johnson and Norman Rosenthal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/07/2024	Management	5	Elect Director Pat Gallagher	For	For	For	For	Votes AGAINST David Johnson and Norman Rosenthal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Arthur J. Gallagher & Co.	05/07/2024	Management	6	Elect Director David Johnson	For	For	Against	Against	Votes AGAINST David Johnson and Norman Rosenthal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/07/2024	Management	7	Elect Director Chris Miskel	For	For	For	For	Votes AGAINST David Johnson and Norman Rosenthal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/07/2024	Management	8	Elect Director Ralph Nicoletti	For	For	For	For	Votes AGAINST David Johnson and Norman Rosenthal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/07/2024	Management	9	Elect Director Norman Rosenthal	For	For	Against	Against	Votes AGAINST David Johnson and Norman Rosenthal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/07/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arthur J. Gallagher & Co.	05/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Ashland Inc.	01/23/2024	Management	1	Elect Director Steven D. Bishop	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	2	Elect Director Sanat Chattopadhyay	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	3	Elect Director Suzan F. Harrison	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	4	Elect Director Wetteny Joseph	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	5	Elect Director Susan L. Main	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	6	Elect Director Guillermo Novo	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	7	Elect Director Sergio Pedreiro	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	8	Elect Director Jerome A. Peribere	For	For	For	For	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ashland Inc.	01/23/2024	Management	9	Elect Director Janice J. Teal	For	For	Against	Against	Votes AGAINST Janice Teal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ashland Inc.	01/23/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ashland Inc.	01/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Assurant, Inc.	05/23/2024	Management	1	Elect Director Elaine D. Rosen	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	2	Elect Director Paget L. Alves	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	3	Elect Director Rajiv Basu	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	4	Elect Director Braxton J. Carter	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	5	Elect Director Keith W. Demmings	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	6	Elect Director Harriet Edelman	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	7	Elect Director Sari Granat	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	8	Elect Director Lawrence V. Jackson	For	For	Against	Against	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	9	Elect Director Debra J. Perry	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Assurant, Inc.	05/23/2024	Management	10	Elect Director Ognjen (Ogi) Redzic	For	For	For	For	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	11	Elect Director Paul J. Reilly	For	For	Against	Against	Votes AGAINST Lawrence Jackson and Paul Reilly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/23/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Assurant, Inc.	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Assured Guaranty Ltd.	05/02/2024	Management	1	Elect Director Mark C. Batten	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	2	Elect Director Francisco L. Borges	For	For	Against	Against	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	3	Elect Director Dominic J. Frederico	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	4	Elect Director Bonnie L. Howard	For	For	Against	Against	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	5	Elect Director Thomas W. Jones	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	6	Elect Director Alan J. Kreczko	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	7	Elect Director Yukiko Omura	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	8	Elect Director Lorin P.T. Radtke	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Assured Guaranty Ltd.	05/02/2024	Management	9	Elect Director Courtney C. Shea	For	For	For	For	Votes AGAINST Francisco Borges and Bonnie Howard are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Assured Guaranty Ltd.	05/02/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Assured Guaranty Ltd.	05/02/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Assured Guaranty Ltd.	05/02/2024	Management	12	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Assured Guaranty Ltd.	05/02/2024	Management	13	Elect Robert A. Bailenson as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	14	Elect Gary Burnet as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	15	Elect Ling Chow as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	16	Elect Stephen Donnarumma as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	17	Elect Dominic J. Frederico as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	18	Elect Darrin Futter as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	19	Elect Jorge A. Gana as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	20	Elect Holly L. Horn as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	21	Elect Benjamin Rosenblum as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	22	Elect Walter A. Scott as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/02/2024	Management	23	Ratify PricewaterhouseCoopers LLP as Auditor of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR this proposal to ratify the subsidiary's auditor is warranted.
AT&T Inc.	05/16/2024	Management	1	Elect Director Scott T. Ford	For	For	Withhold	Withhold	WITHHOLD votes for Scott Ford, Michael McCallister and Matthew (Matt) Rose are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/16/2024	Management	2	Elect Director Glenn H. Hutchins	For	For	For	For	WITHHOLD votes for Scott Ford, Michael McCallister and Matthew (Matt) Rose are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AT&T Inc.	05/16/2024	Management	3	Elect Director William E. Kennard	For	For	For	For	WITHHOLD votes for Scott Ford, Michael McCallister and Matthew (Matt) Rose are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/16/2024	Management	4	Elect Director Stephen J. Luczo	For	For	For	For	WITHHOLD votes for Scott Ford, Michael McCallister and Matthew (Matt) Rose are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/16/2024	Management	5	Elect Director Marissa A. Mayer	For	For	For	For	WITHHOLD votes for Scott Ford, Michael McCallister and Matthew (Matt) Rose are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/16/2024	Management	6	Elect Director Michael B. McCallister	For	For	Withhold	Withhold	WITHHOLD votes for Scott Ford, Michael McCallister and Matthew (Matt) Rose are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/16/2024	Management	7	Elect Director Beth E. Mooney	For	For	For	For	WITHHOLD votes for Scott Ford, Michael McCallister and Matthew (Matt) Rose are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/16/2024	Management	8	Elect Director Matthew K. Rose	For	For	Withhold	Withhold	WITHHOLD votes for Scott Ford, Michael McCallister and Matthew (Matt) Rose are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/16/2024	Management	9	Elect Director John T. Stankey	For	For	For	For	WITHHOLD votes for Scott Ford, Michael McCallister and Matthew (Matt) Rose are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/16/2024	Management	10	Elect Director Cynthia B. Taylor	For	For	For	For	WITHHOLD votes for Scott Ford, Michael McCallister and Matthew (Matt) Rose are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/16/2024	Management	11	Elect Director Luis A. Ubinas	For	For	For	For	WITHHOLD votes for Scott Ford, Michael McCallister and Matthew (Matt) Rose are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/16/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AT&T Inc.	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
AT&T Inc.	05/16/2024	Shareholder	14	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AT&T Inc.	05/16/2024	Shareholder	15	Amend Clawback Policy	Against	Against	For	For	A vote FOR this proposal is warranted as additional disclosure on the company's recoupment of incentive pay to any NEO due to conduct or negligence. Such amendments and disclosures would benefit shareholders.
AT&T Inc.	05/16/2024	Shareholder	16	Report on Respecting Workforce Civil Liberties	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as AT&T appears to be taking appropriate measures to address the risk of discrimination against employees based on religion or political, social and/or environmental views.
Atmos Energy Corporation	02/07/2024	Management	1	Elect Director J. Kevin Akers	For	For	For	For	Votes AGAINST Richard Gordon, Nancy Quinn and Richard Sampson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/07/2024	Management	2	Elect Director John C. Ale	For	For	For	For	Votes AGAINST Richard Gordon, Nancy Quinn and Richard Sampson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/07/2024	Management	3	Elect Director Kim R. Cocklin	For	For	For	For	Votes AGAINST Richard Gordon, Nancy Quinn and Richard Sampson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/07/2024	Management	4	Elect Director Kelly H. Compton	For	For	For	For	Votes AGAINST Richard Gordon, Nancy Quinn and Richard Sampson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/07/2024	Management	5	Elect Director Sean Donohue	For	For	For	For	Votes AGAINST Richard Gordon, Nancy Quinn and Richard Sampson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/07/2024	Management	6	Elect Director Rafael G. Garza	For	For	For	For	Votes AGAINST Richard Gordon, Nancy Quinn and Richard Sampson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/07/2024	Management	7	Elect Director Richard K. Gordon	For	For	Against	Against	Votes AGAINST Richard Gordon, Nancy Quinn and Richard Sampson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/07/2024	Management	8	Elect Director Nancy K. Quinn	For	For	Against	Against	Votes AGAINST Richard Gordon, Nancy Quinn and Richard Sampson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/07/2024	Management	9	Elect Director Richard A. Sampson	For	For	Against	Against	Votes AGAINST Richard Gordon, Nancy Quinn and Richard Sampson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Atmos Energy Corporation	02/07/2024	Management	10	Elect Director Diana J. Walters	For	For	For	For	Votes AGAINST Richard Gordon, Nancy Quinn and Richard Sampson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/07/2024	Management	11	Elect Director Frank Yoho	For	For	For	For	Votes AGAINST Richard Gordon, Nancy Quinn and Richard Sampson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/07/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atmos Energy Corporation	02/07/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Atmus Filtration Technologies, Inc.	05/14/2024	Management	1	Elect Director Gretchen R. Haggerty	For	Against	Against	Against	A vote AGAINST Governance Committee members Gretchen Haggerty and Jane Leipold is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Atmus Filtration Technologies, Inc.	05/14/2024	Management	2	Elect Director Jane A. Leipold	For	Against	Against	Against	A vote AGAINST Governance Committee members Gretchen Haggerty and Jane Leipold is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Atmus Filtration Technologies, Inc.	05/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Atmus Filtration Technologies, Inc.	05/14/2024	Management	4	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Atmus Filtration Technologies, Inc.	05/14/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
AutoNation, Inc.	04/24/2024	Management	1	Elect Director Rick L. Burdick	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Travisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AutoNation, Inc.	04/24/2024	Management	2	Elect Director David B. Edelson	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Travisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/24/2024	Management	3	Elect Director Robert R. Grusky	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Travisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/24/2024	Management	4	Elect Director Norman K. Jenkins	For	For	For	For	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Travisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/24/2024	Management	5	Elect Director Lisa Lutoff-Perlo	For	For	For	For	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Travisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AutoNation, Inc.	04/24/2024	Management	6	Elect Director Michael Manley	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Travisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/24/2024	Management	7	Elect Director G. Mike Mikan	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Travisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/24/2024	Management	8	Elect Director Jacqueline A. Travisano	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson, Robert (Bob) Grusky and George (Mike) Mikan III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Jacqueline Travisano are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/24/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AutoNation, Inc.	04/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
AutoNation, Inc.	04/24/2024	Management	11	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
AutoNation, Inc.	04/24/2024	Management	12	Approve Non-Employee Director Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AutoNation, Inc.	04/24/2024	Shareholder	13	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's political contributions could help shareholders more comprehensively evaluate the company's management of related risks and benefits.
AvalonBay Communities, Inc.	05/16/2024	Management	1	Elect Director Glyn F. Aeppel	For	For	Against	Against	Votes AGAINST Glyn Aeppel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/16/2024	Management	2	Elect Director Terry S. Brown	For	For	For	For	Votes AGAINST Glyn Aeppel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/16/2024	Management	3	Elect Director Ronald L. Havner, Jr.	For	For	For	For	Votes AGAINST Glyn Aeppel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/16/2024	Management	4	Elect Director Stephen P. Hills	For	For	For	For	Votes AGAINST Glyn Aeppel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/16/2024	Management	5	Elect Director Christopher B. Howard	For	For	For	For	Votes AGAINST Glyn Aeppel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/16/2024	Management	6	Elect Director Richard J. Lieb	For	For	For	For	Votes AGAINST Glyn Aeppel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/16/2024	Management	7	Elect Director Nnenna Lynch	For	For	For	For	Votes AGAINST Glyn Aeppel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/16/2024	Management	8	Elect Director Charles E. Mueller, Jr.	For	For	For	For	Votes AGAINST Glyn Aeppel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/16/2024	Management	9	Elect Director Timothy J. Naughton	For	For	For	For	Votes AGAINST Glyn Aeppel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/16/2024	Management	10	Elect Director Benjamin W. Schall	For	For	For	For	Votes AGAINST Glyn Aeppel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/16/2024	Management	11	Elect Director Susan Swanezy	For	For	For	For	Votes AGAINST Glyn Aeppel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
AvalonBay Communities, Inc.	05/16/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avantor, Inc.	05/09/2024	Management	1	Elect Director Juan Andres	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/09/2024	Management	2	Elect Director John Carethers	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/09/2024	Management	3	Elect Director Lan Kang	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/09/2024	Management	4	Elect Director Joseph Massaro	For	For	For	For	A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Avantor, Inc.	05/09/2024	Management	5	Elect Director Mala Murthy	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/09/2024	Management	6	Elect Director Jonathan Peacock	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/09/2024	Management	7	Elect Director Michael Severino	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/09/2024	Management	8	Elect Director Michael Stubblefield	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/09/2024	Management	9	Elect Director Gregory Summe	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/09/2024	Management	10	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Avantor, Inc.	05/09/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avantor, Inc.	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Avery Dennison Corporation	04/25/2024	Management	1	Elect Director Bradley A. Alford	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Deon Stander, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/25/2024	Management	2	Elect Director Mitchell R. Butier	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Deon Stander, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/25/2024	Management	3	Elect Director Ken C. Hicks	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Deon Stander, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/25/2024	Management	4	Elect Director Andres A. Lopez	For	For	For	For	Votes AGAINST non-independent nominees Mitchell Butier, Deon Stander, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Avery Dennison Corporation	04/25/2024	Management	5	Elect Director Maria Fernanda Mejia	For	For	For	For	Votes AGAINST non-independent nominees Mitchell Butier, Deon Stander, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/25/2024	Management	6	Elect Director Francesca Reverberi	For	For	For	For	Votes AGAINST non-independent nominees Mitchell Butier, Deon Stander, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/25/2024	Management	7	Elect Director Patrick T. Siewert	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Deon Stander, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/25/2024	Management	8	Elect Director Deon M. Stander	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Deon Stander, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/25/2024	Management	9	Elect Director Martha N. Sullivan	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Deon Stander, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Avery Dennison Corporation	04/25/2024	Management	10	Elect Director William R. Wagner	For	For	For	For	Votes AGAINST non-independent nominees Mitchell Butier, Deon Stander, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Martha Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Avery Dennison Corporation	04/25/2024	Management	12	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it would represent an enhancement to shareholder's rights.
Avery Dennison Corporation	04/25/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avis Budget Group, Inc.	05/22/2024	Management	1	Elect Director Bernardo Hees	For	For	Against	Against	Votes AGAINST non-independent nominees Jagdeep Pahwa, Lynn Krominga and Bernardo Hees are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Lynn Krominga, Anu Hariharan, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/22/2024	Management	2	Elect Director Jagdeep Pahwa	For	For	Against	Against	Votes AGAINST non-independent nominees Jagdeep Pahwa, Lynn Krominga and Bernardo Hees are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Lynn Krominga, Anu Hariharan, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Avis Budget Group, Inc.	05/22/2024	Management	3	Elect Director Anu Hariharan	For	For	For	For	Votes AGAINST non-independent nominees Jagdeep Pahwa, Lynn Krominga and Bernardo Hees are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Lynn Krominga, Anu Hariharan, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/22/2024	Management	4	Elect Director Lynn Krominga	For	For	Against	Against	Votes AGAINST non-independent nominees Jagdeep Pahwa, Lynn Krominga and Bernardo Hees are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Lynn Krominga, Anu Hariharan, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/22/2024	Management	5	Elect Director Glenn Lurie	For	For	For	For	Votes AGAINST non-independent nominees Jagdeep Pahwa, Lynn Krominga and Bernardo Hees are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Lynn Krominga, Anu Hariharan, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/22/2024	Management	6	Elect Director Karthik Sarma	For	For	For	For	Votes AGAINST non-independent nominees Jagdeep Pahwa, Lynn Krominga and Bernardo Hees are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Lynn Krominga, Anu Hariharan, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/22/2024	Management	7	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Avis Budget Group, Inc.	05/22/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Axalta Coating Systems Ltd.	06/06/2024	Management	1	Elect Director Jan A. Bertsch	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	2	Elect Director William M. Cook	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	3	Elect Director Tyrone M. Jordan	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	4	Elect Director Deborah J. Kissire	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	5	Elect Director Rakesh Sachdev	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	6	Elect Director Samuel L. Smolik	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	7	Elect Director Kevin M. Stein	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	8	Elect Director Chris Villavarayan	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	9	Elect Director Mary S. Zappone	For	For	For	For	A vote FOR the director nominees is warranted.
Axalta Coating Systems Ltd.	06/06/2024	Management	10	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axalta Coating Systems Ltd.	06/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Axis Capital Holdings Limited	05/16/2024	Management	1	Elect Director Charles Davis	For	For	For	For	A vote FOR the director nominees is warranted.
Axis Capital Holdings Limited	05/16/2024	Management	2	Elect Director Elanor Hardwick	For	For	For	For	A vote FOR the director nominees is warranted.
Axis Capital Holdings Limited	05/16/2024	Management	3	Elect Director Axel Theis	For	For	For	For	A vote FOR the director nominees is warranted.
Axis Capital Holdings Limited	05/16/2024	Management	4	Elect Director Barbara Yastine	For	For	For	For	A vote FOR the director nominees is warranted.
Axis Capital Holdings Limited	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Axis Capital Holdings Limited	05/16/2024	Management	6	Approve Deloitte Ltd., Hamilton, Bermuda as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axon Enterprise, Inc.	05/10/2024	Management	1	Elect Director Erika Ayers Badan	For	For	For	For	Votes AGAINST Michael Garnreiter and Hadi Partovi are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Adriane Brown are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/10/2024	Management	2	Elect Director Adriane Brown	For	For	For	For	Votes AGAINST Michael Garnreiter and Hadi Partovi are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Adriane Brown are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/10/2024	Management	3	Elect Director Julie Anne Cullivan	For	For	For	For	Votes AGAINST Michael Garnreiter and Hadi Partovi are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Adriane Brown are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Axon Enterprise, Inc.	05/10/2024	Management	4	Elect Director Michael Garnreiter	For	For	Against	Against	Votes AGAINST Michael Garnreiter and Hadi Partovi are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Adriane Brown are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/10/2024	Management	5	Elect Director Caitlin E. Kalinowski	For	For	For	For	Votes AGAINST Michael Garnreiter and Hadi Partovi are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Adriane Brown are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/10/2024	Management	6	Elect Director Matthew R. McBrady	For	For	For	For	Votes AGAINST Michael Garnreiter and Hadi Partovi are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Adriane Brown are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/10/2024	Management	7	Elect Director Hadi Partovi	For	For	Against	Against	Votes AGAINST Michael Garnreiter and Hadi Partovi are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Adriane Brown are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/10/2024	Management	8	Elect Director Graham Smith	For	For	For	For	Votes AGAINST Michael Garnreiter and Hadi Partovi are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Adriane Brown are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/10/2024	Management	9	Elect Director Patrick W. Smith	For	For	For	For	Votes AGAINST Michael Garnreiter and Hadi Partovi are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Adriane Brown are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/10/2024	Management	10	Elect Director Jeri Williams	For	For	For	For	Votes AGAINST Michael Garnreiter and Hadi Partovi are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Adriane Brown are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Axon Enterprise, Inc.	05/10/2024	Management	11	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * The company's three-year average burn rate is excessive.
Axon Enterprise, Inc.	05/10/2024	Management	12	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * The company's three-year average burn rate is excessive.
Axon Enterprise, Inc.	05/10/2024	Management	13	Approve Share Plan Grant to CEO Patrick W. Smith	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the award is smaller than the grant originally proposed (but withdrawn) last year, concerns regarding the magnitude and design of this award again outweigh the positive aspects. The grant size is considered to be excessive and effectively locks in high pay opportunities for multiple years. This structure also restricts the board's ability to meaningfully adjust future pay levels or incentive metrics. In addition, as of the time of this report, the first stock price hurdle had already been exceeded. Lastly, despite very strong performance over the period between the 2018 award and now, investors may question the need for another sizable stock award to a CEO who owns \$900 million in the company's stock.
Axon Enterprise, Inc.	05/10/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay to CEO Smith was negligible in FY23, other NEOs received sizable time-vesting stock awards in connection with their respective promotions. Further, NEOs also received contingent stock grants which may be replaced with performance awards if the stock plan is approved, but which represent a minority of their total equity grants. Lastly, grant values were considered to be excessive for the year in review, with each non-CEO NEO receiving grants near or in excess of median CEO pay at peers.
Axon Enterprise, Inc.	05/10/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Azenta, Inc.	01/30/2024	Management	1	Elect Director Edward P. Bousa	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	2	Elect Director Frank E. Casal	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	3	Elect Director Robyn C. Davis	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Azenta, Inc.	01/30/2024	Management	4	Elect Director Didier Hirsch	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	5	Elect Director Martin Madaus	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	6	Elect Director Erica J. McLaughlin	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	7	Elect Director Tina S. Nova	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	8	Elect Director Michael Rosenblatt	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	9	Elect Director Stephen S. Schwartz	For	For	For	For	WITHHOLD votes for Governance Committee Chair Erica McLaughlin are warranted due to the board's unilateral adoption of an exclusive forum.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/30/2024	Management	10	Elect Director Ellen M. Zane *Withdrawn*					
Azenta, Inc.	01/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Azenta, Inc.	01/30/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Azenta, Inc.	01/30/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Baker Hughes Company	05/13/2024	Management	1	Elect Director W. Geoffrey Beattie	For	For	For	For	Votes AGAINST Governance Committee Chair Lynn Elsenhans are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Baker Hughes Company	05/13/2024	Management	2	Elect Director Abdulaziz M. Al Gudaimi	For	For	For	For	Votes AGAINST Governance Committee Chair Lynn Elsenhans are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Baker Hughes Company	05/13/2024	Management	3	Elect Director Gregory D. Brenneman	For	For	For	For	Votes AGAINST Governance Committee Chair Lynn Elsenhans are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Baker Hughes Company	05/13/2024	Management	4	Elect Director Cynthia B. Carroll	For	For	For	For	Votes AGAINST Governance Committee Chair Lynn Elsenhans are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Baker Hughes Company	05/13/2024	Management	5	Elect Director Michael R. Dumais	For	For	For	For	Votes AGAINST Governance Committee Chair Lynn Elsenhans are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Baker Hughes Company	05/13/2024	Management	6	Elect Director Lynn L. Elsenhans	For	For	Against	Against	Votes AGAINST Governance Committee Chair Lynn Elsenhans are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Baker Hughes Company	05/13/2024	Management	7	Elect Director John G. Rice	For	For	For	For	Votes AGAINST Governance Committee Chair Lynn Elsenhans are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Baker Hughes Company	05/13/2024	Management	8	Elect Director Lorenzo Simonelli	For	For	For	For	Votes AGAINST Governance Committee Chair Lynn Elsenhans are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Baker Hughes Company	05/13/2024	Management	9	Elect Director Mohsen M. Sohi	For	For	For	For	Votes AGAINST Governance Committee Chair Lynn Elsenhans are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Baker Hughes Company	05/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Baker Hughes Company	05/13/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Baker Hughes Company	05/13/2024	Management	12	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Baker Hughes Company	05/13/2024	Management	13	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Baker Hughes Company	05/13/2024	Management	14	Amend Certificate of Incorporation	For	For	For	For	A vote FOR the proposal is warranted, as the proposed amendments are administrative in nature and will not materially impact shareholder rights or abilities.
Ball Corporation	04/24/2024	Management	1	Elect Director John A. Bryant	For	For	For	For	Votes AGAINST Stuart Taylor II are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ball Corporation	04/24/2024	Management	2	Elect Director Michael J. Cave	For	For	For	For	Votes AGAINST Stuart Taylor II are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ball Corporation	04/24/2024	Management	3	Elect Director Daniel W. Fisher	For	For	For	For	Votes AGAINST Stuart Taylor II are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ball Corporation	04/24/2024	Management	4	Elect Director Pedro Henrique Mariani	For	For	For	For	Votes AGAINST Stuart Taylor II are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ball Corporation	04/24/2024	Management	5	Elect Director Cathy D. Ross	For	For	For	For	Votes AGAINST Stuart Taylor II are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ball Corporation	04/24/2024	Management	6	Elect Director Betty J. Sapp	For	For	For	For	Votes AGAINST Stuart Taylor II are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ball Corporation	04/24/2024	Management	7	Elect Director Stuart A. Taylor, II	For	For	Against	Against	Votes AGAINST Stuart Taylor II are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ball Corporation	04/24/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ball Corporation	04/24/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Bank of America Corporation	04/24/2024	Management	1	Elect Director Sharon L. Allen	For	For	Against	Against	Votes AGAINST Chair of the Enterprise Risk Committee Clayton S. Rose are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Sharon Allen, Arnold Donald, Linda Hudson and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/24/2024	Management	2	Elect Director Jose (Joe) E. Almeida	For	For	For	For	Votes AGAINST Chair of the Enterprise Risk Committee Clayton S. Rose are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Sharon Allen, Arnold Donald, Linda Hudson and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/24/2024	Management	3	Elect Director Pierre J.P. de Weck	For	For	For	For	Votes AGAINST Chair of the Enterprise Risk Committee Clayton S. Rose are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Sharon Allen, Arnold Donald, Linda Hudson and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bank of America Corporation	04/24/2024	Management	4	Elect Director Arnold W. Donald	For	For	Against	Against	Votes AGAINST Chair of the Enterprise Risk Committee Clayton S. Rose are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Sharon Allen, Arnold Donald, Linda Hudson and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/24/2024	Management	5	Elect Director Linda P. Hudson	For	For	Against	Against	Votes AGAINST Chair of the Enterprise Risk Committee Clayton S. Rose are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Sharon Allen, Arnold Donald, Linda Hudson and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/24/2024	Management	6	Elect Director Monica C. Lozano	For	For	Against	Against	Votes AGAINST Chair of the Enterprise Risk Committee Clayton S. Rose are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Sharon Allen, Arnold Donald, Linda Hudson and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/24/2024	Management	7	Elect Director Brian T. Moynihan	For	For	For	For	Votes AGAINST Chair of the Enterprise Risk Committee Clayton S. Rose are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Sharon Allen, Arnold Donald, Linda Hudson and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/24/2024	Management	8	Elect Director Lionel L. Nowell, III	For	For	For	For	Votes AGAINST Chair of the Enterprise Risk Committee Clayton S. Rose are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Sharon Allen, Arnold Donald, Linda Hudson and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/24/2024	Management	9	Elect Director Denise L. Ramos	For	For	For	For	Votes AGAINST Chair of the Enterprise Risk Committee Clayton S. Rose are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Sharon Allen, Arnold Donald, Linda Hudson and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bank of America Corporation	04/24/2024	Management	10	Elect Director Clayton S. Rose	For	For	Against	Against	Votes AGAINST Chair of the Enterprise Risk Committee Clayton S. Rose are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Sharon Allen, Arnold Donald, Linda Hudson and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/24/2024	Management	11	Elect Director Michael D. White	For	For	For	For	Votes AGAINST Chair of the Enterprise Risk Committee Clayton S. Rose are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Sharon Allen, Arnold Donald, Linda Hudson and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/24/2024	Management	12	Elect Director Thomas D. Woods	For	For	For	For	Votes AGAINST Chair of the Enterprise Risk Committee Clayton S. Rose are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Sharon Allen, Arnold Donald, Linda Hudson and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/24/2024	Management	13	Elect Director Maria T. Zuber	For	For	For	For	Votes AGAINST Chair of the Enterprise Risk Committee Clayton S. Rose are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Sharon Allen, Arnold Donald, Linda Hudson and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/24/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.
Bank of America Corporation	04/24/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bank of America Corporation	04/24/2024	Management	16	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Bank of America Corporation	04/24/2024	Shareholder	17	Report on Risks Related to Discrimination Against Individuals Including Religious/Political Views	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against customers.
Bank of America Corporation	04/24/2024	Shareholder	18	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted. Additional disclosure would help shareholders better evaluate how the company is addressing any misalignments between its direct and indirect lobbying activities and its public commitment to achieve net zero emissions by 2050.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bank of America Corporation	04/24/2024	Shareholder	19	Report on Clean Energy Supply Financing Ratio	Against	For	For	For	A vote FOR this resolution is warranted. Measuring and disclosing this statistic will give shareholders increased information on how the bank is progressing on its goal to align its financing activities with a net zero by 2050 pathway.
Bank of America Corporation	04/24/2024	Shareholder	20	Provide Right to Act by Written Consent	Against	Against	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
Bank of America Corporation	04/24/2024	Shareholder	21	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Bank of America Corporation	04/24/2024	Shareholder	22	Improve Executive Compensation Program and Policy	Against	Against	For	For	A vote FOR this proposal is warranted as excessive pay disparities could pose risks to long-term shareholder value, and impact employee morale as well as a company's standing in the communities in which it operates.
Bank OZK	05/06/2024	Management	1	Elect Director Nicholas Brown	For	For	Against	Against	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	2	Elect Director Paula Cholmondeley	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	3	Elect Director Beverly Cole	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	4	Elect Director Robert East	For	For	Against	Against	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	5	Elect Director Kathleen Franklin	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	6	Elect Director Jeffrey Gearhart	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bank OZK	05/06/2024	Management	7	Elect Director George G. Gleason	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	8	Elect Director Peter C. Kenny	For	For	Against	Against	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	9	Elect Director William A. Koefoed, Jr.	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	10	Elect Director Elizabeth Musico	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	11	Elect Director Christopher Orndorff	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	12	Elect Director Steven Sadoff	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	13	Elect Director Ross Whipple	For	For	For	For	Votes AGAINST Nicholas Brown, Robert East and Peter Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/06/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bank OZK	05/06/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Bath & Body Works, Inc.	06/27/2024	Management	1	Elect Director Sarah E. Nash	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/27/2024	Management	2	Elect Director Alessandro Bogliolo	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/27/2024	Management	3	Elect Director Gina R. Boswell	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/27/2024	Management	4	Elect Director Lucy O. Brady	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/27/2024	Management	5	Elect Director Francis A. Hondal	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/27/2024	Management	6	Elect Director Danielle M. Lee	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/27/2024	Management	7	Elect Director Juan Rajlin	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/27/2024	Management	8	Elect Director Stephen D. Steinour	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/27/2024	Management	9	Elect Director J.K. Symancyk	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/27/2024	Management	10	Elect Director Steven E. Voskuil	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/27/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bath & Body Works, Inc.	06/27/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Baxter International Inc.	05/07/2024	Management	1	Elect Director Jose (Joe) E. Almeida	For	For	For	For	A vote FOR the director nominees is warranted.
Baxter International Inc.	05/07/2024	Management	2	Elect Director William A. Ampofo, II	For	For	For	For	A vote FOR the director nominees is warranted.
Baxter International Inc.	05/07/2024	Management	3	Elect Director Patricia B. Morrison	For	For	For	For	A vote FOR the director nominees is warranted.
Baxter International Inc.	05/07/2024	Management	4	Elect Director Stephen N. Oesterle	For	For	For	For	A vote FOR the director nominees is warranted.
Baxter International Inc.	05/07/2024	Management	5	Elect Director Stephen H. Rusckowski	For	For	For	For	A vote FOR the director nominees is warranted.
Baxter International Inc.	05/07/2024	Management	6	Elect Director Nancy M. Schlichting	For	For	For	For	A vote FOR the director nominees is warranted.
Baxter International Inc.	05/07/2024	Management	7	Elect Director Brent Shafer	For	For	For	For	A vote FOR the director nominees is warranted.
Baxter International Inc.	05/07/2024	Management	8	Elect Director Cathy R. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Baxter International Inc.	05/07/2024	Management	9	Elect Director Amy A. Wendell	For	For	For	For	A vote FOR the director nominees is warranted.
Baxter International Inc.	05/07/2024	Management	10	Elect Director David S. Wilkes	For	For	For	For	A vote FOR the director nominees is warranted.
Baxter International Inc.	05/07/2024	Management	11	Elect Director Peter M. Wilver	For	For	For	For	A vote FOR the director nominees is warranted.
Baxter International Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Baxter International Inc.	05/07/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Baxter International Inc.	05/07/2024	Management	14	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Baxter International Inc.	05/07/2024	Management	15	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Baxter International Inc.	05/07/2024	Shareholder	16	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
Becton, Dickinson and Company	01/23/2024	Management	1	Elect Director William M. Brown	For	For	For	For	Votes AGAINST Bertram Scott, Catherine (Cathy) Burzik, Claire Fraser and Christopher (Chris) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/23/2024	Management	2	Elect Director Catherine M. Burzik	For	For	Against	Against	Votes AGAINST Bertram Scott, Catherine (Cathy) Burzik, Claire Fraser and Christopher (Chris) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/23/2024	Management	3	Elect Director Carrie L. Byington	For	For	For	For	Votes AGAINST Bertram Scott, Catherine (Cathy) Burzik, Claire Fraser and Christopher (Chris) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Becton, Dickinson and Company	01/23/2024	Management	4	Elect Director R. Andrew Eckert	For	For	For	For	Votes AGAINST Bertram Scott, Catherine (Cathy) Burzik, Claire Fraser and Christopher (Chris) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/23/2024	Management	5	Elect Director Claire M. Fraser	For	For	Against	Against	Votes AGAINST Bertram Scott, Catherine (Cathy) Burzik, Claire Fraser and Christopher (Chris) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/23/2024	Management	6	Elect Director Jeffrey W. Henderson	For	For	For	For	Votes AGAINST Bertram Scott, Catherine (Cathy) Burzik, Claire Fraser and Christopher (Chris) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/23/2024	Management	7	Elect Director Christopher Jones	For	For	Against	Against	Votes AGAINST Bertram Scott, Catherine (Cathy) Burzik, Claire Fraser and Christopher (Chris) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/23/2024	Management	8	Elect Director Thomas E. Polen	For	For	For	For	Votes AGAINST Bertram Scott, Catherine (Cathy) Burzik, Claire Fraser and Christopher (Chris) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/23/2024	Management	9	Elect Director Timothy M. Ring	For	For	For	For	Votes AGAINST Bertram Scott, Catherine (Cathy) Burzik, Claire Fraser and Christopher (Chris) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/23/2024	Management	10	Elect Director Bertram L. Scott	For	For	Against	Against	Votes AGAINST Bertram Scott, Catherine (Cathy) Burzik, Claire Fraser and Christopher (Chris) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/23/2024	Management	11	Elect Director Joanne Waldstreicher	For	For	For	For	Votes AGAINST Bertram Scott, Catherine (Cathy) Burzik, Claire Fraser and Christopher (Chris) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/23/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Becton, Dickinson and Company	01/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	1	Elect Director Warren E. Buffett	For	For	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	2	Elect Director Gregory E. Abel	For	For	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	3	Elect Director Howard G. Buffett	For	For	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p>



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	4	Elect Director Susan A. Buffett	For	For	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	5	Elect Director Stephen B. Burke	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	6	Elect Director Kenneth I. Chenault	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	7	Elect Director Christopher C. Davis	For	For	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	8	Elect Director Susan L. Decker	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	9	Elect Director Charlotte Guyman	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	10	Elect Director Ajit Jain	For	For	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	11	Elect Director Thomas S. Murphy, Jr.	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p>



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	12	Elect Director Ronald L. Olson	For	For	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	13	Elect Director Wallace R. Weitz	For	For	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Management	14	Elect Director Meryl B. Witmer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Ronald Olson, and Meryl Witmer are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, Charlotte Guyman and Meryl Witmer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. are warranted due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.
Berkshire Hathaway Inc.	05/04/2024	Shareholder	15	Report on Efforts to Measure, Disclose and Reduce GHG Emissions Associated with Underwriting, Insuring, and Investing	Against	For	For	For	A vote FOR this proposal is warranted at this time because the requested report would allow shareholders to evaluate emissions from Berkshire's insurance group, its peers have made public commitments, and the report may help the company prepare for state climate regulations.
Berkshire Hathaway Inc.	05/04/2024	Shareholder	16	Disclose BHE's Emissions and Progress Towards Goal in Consolidated Report	Against	Against	For	For	A vote FOR this resolution is warranted as the additional disclosure would help shareholders better evaluate the company's emissions reduction strategies to meet its decarbonization goal, and the company's management of climate change related risks and opportunities.
Berkshire Hathaway Inc.	05/04/2024	Shareholder	17	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	Against	For	For	For	A vote FOR this resolution is warranted due to: * The absence of information regarding comprehensive company diversity-related policies, programs, or metrics; and * The potential benefits of increased reporting that would allow shareholders to better assess the company's diversity-related efforts and program effectiveness.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/04/2024	Shareholder	18	Establish a Railroad Safety Committee	Against	Against	For	For	A vote FOR this resolution is warranted because: * By establishing a dedicated Railroad Safety Committee, the company will have a centralized device to continue, ensure, and promote its social and safety policies and initiatives; * The creation of such committee can aid the company to demonstrate its commitment to ethical business practices and to better inform board decision making on related risks, especially safety issues; * The adoption of this resolution would serve to further strengthen the company's railroad safety measures that could facilitate the company to reduce the likelihood of derailments and promote safeguard to communities along its routes; and * The establishment of Railroad Safety Committee would serve to boost the company's long-term value, workforce protection, and customer service.
Berkshire Hathaway Inc.	05/04/2024	Shareholder	19	Report on Effect of Energy Policy Research Foundation Findings to Company's Financial Statements	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company's climate policy is not clearly linked to the IEA's NZE 2050 Scenario and there are more widely accepted resources with which to evaluate the future energy mix than that requested by the proponent.
Berkshire Hathaway Inc.	05/04/2024	Shareholder	20	Report on Risks Related to Operations in China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company appears to provide shareholders with sufficient disclosure regarding its business operations in China, and there do not appear to be significant, related controversies.
Berry Global Group, Inc.	02/14/2024	Management	1	Elect Director B. Evan Bayh	For	For	Against	Against	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	2	Elect Director Jonathan F. Foster	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	3	Elect Director Meredith R. Harper	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	4	Elect Director Idalene F. Kesner	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	5	Elect Director Kevin J. Kwilinski	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berry Global Group, Inc.	02/14/2024	Management	6	Elect Director Jill A. Rahman	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	7	Elect Director Carl J. (Rick) Rickertsen	For	For	Against	Against	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	8	Elect Director Chaney M. Sheffield, Jr.	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	9	Elect Director Robert A. Steele	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	10	Elect Director Stephen E. Sterrett	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	11	Elect Director Peter T. Thomas	For	For	For	For	Votes AGAINST B. Evan Bayh III and Carl (Rick) Rickertsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/14/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Berry Global Group, Inc.	02/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Berry Global Group, Inc.	02/14/2024	Management	14	Amend Certificate of Incorporation to Include Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Berry Global Group, Inc.	02/14/2024	Management	15	Amend Exclusive Forum Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Best Buy Co., Inc.	06/12/2024	Management	1	Elect Director Corie S. Barry	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/12/2024	Management	2	Elect Director Lisa M. Caputo	For	For	Against	Against	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Best Buy Co., Inc.	06/12/2024	Management	3	Elect Director David W. Kenny	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/12/2024	Management	4	Elect Director David C. Kimbell	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/12/2024	Management	5	Elect Director Mario J. Marte	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/12/2024	Management	6	Elect Director Karen A. McLoughlin	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/12/2024	Management	7	Elect Director Claudia F. Munce	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/12/2024	Management	8	Elect Director Richelle P. Parham	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/12/2024	Management	9	Elect Director Steven E. Rendle	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/12/2024	Management	10	Elect Director Sima D. Sistani	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/12/2024	Management	11	Elect Director Melinda D. Whittington	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/12/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Best Buy Co., Inc.	06/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Best Buy Co., Inc.	06/12/2024	Shareholder	14	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Biogen Inc.	06/20/2024	Management	1	Elect Director Caroline D. Dorsa	For	For	Against	Against	Votes AGAINST Caroline Dorsa, Eric Rowinsky and Stephen Sherwin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Biogen Inc.	06/20/2024	Management	2	Elect Director Maria C. Freire	For	For	For	For	Votes AGAINST Caroline Dorsa, Eric Rowinsky and Stephen Sherwin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/20/2024	Management	3	Elect Director William A. Hawkins	For	For	For	For	Votes AGAINST Caroline Dorsa, Eric Rowinsky and Stephen Sherwin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/20/2024	Management	4	Elect Director Susan K. Langer	For	For	For	For	Votes AGAINST Caroline Dorsa, Eric Rowinsky and Stephen Sherwin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/20/2024	Management	5	Elect Director Jesus B. Mantas	For	For	For	For	Votes AGAINST Caroline Dorsa, Eric Rowinsky and Stephen Sherwin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/20/2024	Management	6	Elect Director Monish Patolawala	For	For	For	For	Votes AGAINST Caroline Dorsa, Eric Rowinsky and Stephen Sherwin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/20/2024	Management	7	Elect Director Eric K. Rowinsky	For	For	Against	Against	Votes AGAINST Caroline Dorsa, Eric Rowinsky and Stephen Sherwin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/20/2024	Management	8	Elect Director Stephen A. Sherwin	For	For	Against	Against	Votes AGAINST Caroline Dorsa, Eric Rowinsky and Stephen Sherwin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/20/2024	Management	9	Elect Director Christopher A. Viehbacher	For	For	For	For	Votes AGAINST Caroline Dorsa, Eric Rowinsky and Stephen Sherwin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/20/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Biogen Inc.	06/20/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Biogen Inc.	06/20/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Biogen Inc.	06/20/2024	Management	13	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Biogen Inc.	06/20/2024	Management	14	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
BioMarin Pharmaceutical Inc.	05/21/2024	Management	1	Elect Director Elizabeth McKee Anderson	For	For	For	For	WITHHOLD votes for Elaine Heron are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/21/2024	Management	2	Elect Director Barbara W. Bodem	For	For	For	For	WITHHOLD votes for Elaine Heron are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/21/2024	Management	3	Elect Director Athena Countouriotis	For	For	For	For	WITHHOLD votes for Elaine Heron are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/21/2024	Management	4	Elect Director Willard Dere	For	For	For	For	WITHHOLD votes for Elaine Heron are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/21/2024	Management	5	Elect Director Mark J. Enyedy	For	For	For	For	WITHHOLD votes for Elaine Heron are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/21/2024	Management	6	Elect Director Alexander Hardy	For	For	For	For	WITHHOLD votes for Elaine Heron are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/21/2024	Management	7	Elect Director Elaine J. Heron	For	For	Withhold	Withhold	WITHHOLD votes for Elaine Heron are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/21/2024	Management	8	Elect Director Maykin Ho	For	For	For	For	WITHHOLD votes for Elaine Heron are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/21/2024	Management	9	Elect Director Robert J. Hombach	For	For	For	For	WITHHOLD votes for Elaine Heron are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/21/2024	Management	10	Elect Director Richard A. Meier	For	For	For	For	WITHHOLD votes for Elaine Heron are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/21/2024	Management	11	Elect Director David E.I. Pyott	For	For	For	For	WITHHOLD votes for Elaine Heron are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/21/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BioMarin Pharmaceutical Inc.	05/21/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Bio-Rad Laboratories, Inc.	04/23/2024	Management	1	Elect Director Melinda Litherland	For	For	For	For	A vote FOR both director nominees is warranted.
Bio-Rad Laboratories, Inc.	04/23/2024	Management	2	Elect Director Arnold A. Pinkston	For	For	For	For	A vote FOR both director nominees is warranted.
Bio-Rad Laboratories, Inc.	04/23/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bio-Rad Laboratories, Inc.	04/23/2024	Management	4	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted as the plan allows for single-trigger vesting of awards in the event of a change-in-control.
BJ's Wholesale Club Holdings, Inc.	06/20/2024	Management	1	Elect Director Darryl Brown	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/20/2024	Management	2	Elect Director Bob Eddy	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/20/2024	Management	3	Elect Director Michelle Gloeckler	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/20/2024	Management	4	Elect Director Maile Naylor	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/20/2024	Management	5	Elect Director Steve Ortega	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/20/2024	Management	6	Elect Director Ken Parent	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth (Ken) Parent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/20/2024	Management	7	Elect Director Chris Peterson	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/20/2024	Management	8	Elect Director Marie Robinson	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/20/2024	Management	9	Elect Director Rob Steele	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
BJ's Wholesale Club Holdings, Inc.	06/20/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BlackRock, Inc.	05/15/2024	Management	1	Elect Director Pamela Daley	For	For	For	For	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	2	Elect Director Laurence D. Fink	For	For	For	For	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	3	Elect Director William E. Ford	For	For	For	For	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	4	Elect Director Fabrizio Freda	For	For	Against	Against	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	5	Elect Director Murry S. Gerber	For	For	Against	Against	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	6	Elect Director Margaret "Peggy" L. Johnson	For	For	For	For	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	7	Elect Director Robert S. Kapito	For	For	For	For	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	8	Elect Director Cheryl D. Mills	For	For	For	For	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	9	Elect Director Amin H. Nasser	For	For	For	For	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BlackRock, Inc.	05/15/2024	Management	10	Elect Director Gordon M. Nixon	For	For	For	For	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	11	Elect Director Kristin C. Peck	For	For	For	For	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	12	Elect Director Charles H. Robbins	For	For	For	For	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	13	Elect Director Marco Antonio Slim Domit	For	For	Against	Against	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	14	Elect Director Hans E. Vestberg	For	For	For	For	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	15	Elect Director Susan L. Wagner	For	For	Against	Against	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	16	Elect Director Mark Wilson	For	For	For	For	Votes AGAINST Murry Gerber, Fabrizio Freda, Marco Antonio (Tony) Slim Domit and Susan (Sue) Wagner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/15/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
BlackRock, Inc.	05/15/2024	Management	18	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 8.10 percent is acceptable.
BlackRock, Inc.	05/15/2024	Management	19	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BlackRock, Inc.	05/15/2024	Shareholder	20	Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company's current policies, commitments, and disclosures provide sufficient information for shareholders to determine how the company mitigates any risks associated to its EEO Policy.
BlackRock, Inc.	05/15/2024	Shareholder	21	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
BlackRock, Inc.	05/15/2024	Shareholder	22	Report on Proxy Voting Record and Policies for Climate Change-Related Proposals	Against	Against	For	For	A vote FOR this resolution is warranted. Additional disclosure related to the company's stewardship efforts and its proxy voting record and policies on its approach to climate change issues would help to further complement the company's commitments and ensure stronger alignment between the company's policies and the goals of the Paris Agreement. The report would also enable shareholders to better understand how the company is managing related risks created by climate change issues.
Block, Inc.	06/18/2024	Management	1	Elect Director Randall Garutti	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Mary Meeker are warranted for lack of a majority independent board. WITHHOLD votes for Mary Meeker are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee member Randall (Randy) Garutti given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Block, Inc.	06/18/2024	Management	2	Elect Director Mary Meeker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Mary Meeker are warranted for lack of a majority independent board. WITHHOLD votes for Mary Meeker are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee member Randall (Randy) Garutti given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Block, Inc.	06/18/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Block, Inc.	06/18/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Blue Owl Capital Inc	06/13/2024	Management	1	Elect Director Andrew S. Komaroff	For	Against	Against	Against	Votes AGAINST non-independent nominees Douglas Ostrover and Marc Zahr are warranted for lack of a majority independent board. Vote AGAINST non-independent director nominees Douglas Ostrover and Marc Zahr are warranted due to the company's lack of formal compensation and nominating committees. A vote AGAINST director nominees Douglas Ostrover, Andrew Komaroff, Stacy Polley, and Marc Zahr is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure and classified board structure, each of which adversely impacts shareholder rights. A vote AGAINST Douglas Ostrover is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. Votes AGAINST incumbent Audit Committee member Stacey Polley are warranted due to continued concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock. In the absence of a say-on-pay proposal on ballot and a lack of a formal compensation committee, a vote AGAINST director nominees Douglas Ostrover, Andrew Komaroff, Stacy Polley, and Marc Zahr is warranted, due to an unmitigated pay-for-performance misalignment and problematic severance provisions contained in a recently amended employment agreement.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Blue Owl Capital Inc	06/13/2024	Management	2	Elect Director Douglas I. Ostrover	For	Against	Against	Against	<p>Votes AGAINST non-independent nominees Douglas Ostrover and Marc Zahr are warranted for lack of a majority independent board. Vote AGAINST non-independent director nominees Douglas Ostrover and Marc Zahr are warranted due to the company's lack of formal compensation and nominating committees. A vote AGAINST director nominees Douglas Ostrover, Andrew Komaroff, Stacy Polley, and Marc Zahr is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure and classified board structure, each of which adversely impacts shareholder rights. A vote AGAINST Douglas Ostrover is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. Votes AGAINST incumbent Audit Committee member Stacey Polley are warranted due to continued concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock. In the absence of a say-on-pay proposal on ballot and a lack of a formal compensation committee, a vote AGAINST director nominees Douglas Ostrover, Andrew Komaroff, Stacy Polley, and Marc Zahr is warranted, due to an unmitigated pay-for-performance misalignment and problematic severance provisions contained in a recently amended employment agreement.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Blue Owl Capital Inc	06/13/2024	Management	3	Elect Director Stacy Polley	For	Against	Against	Against	<p>Votes AGAINST non-independent nominees Douglas Ostrover and Marc Zahr are warranted for lack of a majority independent board. Vote AGAINST non-independent director nominees Douglas Ostrover and Marc Zahr are warranted due to the company's lack of formal compensation and nominating committees. A vote AGAINST director nominees Douglas Ostrover, Andrew Komaroff, Stacy Polley, and Marc Zahr is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure and classified board structure, each of which adversely impacts shareholder rights. A vote AGAINST Douglas Ostrover is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. Votes AGAINST incumbent Audit Committee member Stacey Polley are warranted due to continued concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock. In the absence of a say-on-pay proposal on ballot and a lack of a formal compensation committee, a vote AGAINST director nominees Douglas Ostrover, Andrew Komaroff, Stacy Polley, and Marc Zahr is warranted, due to an unmitigated pay-for-performance misalignment and problematic severance provisions contained in a recently amended employment agreement.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Blue Owl Capital Inc	06/13/2024	Management	4	Elect Director Marc Zahr	For	Against	Against	Against	Votes AGAINST non-independent nominees Douglas Ostrover and Marc Zahr are warranted for lack of a majority independent board. Vote AGAINST non-independent director nominees Douglas Ostrover and Marc Zahr are warranted due to the company's lack of formal compensation and nominating committees. A vote AGAINST director nominees Douglas Ostrover, Andrew Komaroff, Stacy Polley, and Marc Zahr is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure and classified board structure, each of which adversely impacts shareholder rights. A vote AGAINST Douglas Ostrover is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. Votes AGAINST incumbent Audit Committee member Stacey Polley are warranted due to continued concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock. In the absence of a say-on-pay proposal on ballot and a lack of a formal compensation committee, a vote AGAINST director nominees Douglas Ostrover, Andrew Komaroff, Stacy Polley, and Marc Zahr is warranted, due to an unmitigated pay-for-performance misalignment and problematic severance provisions contained in a recently amended employment agreement.
Blue Owl Capital Inc	06/13/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Blue Owl Capital Inc	06/13/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The plan has an automatic share replenishment feature. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan contains an evergreen feature. * The company's three-year average burn rate is excessive. * The plan permits repricing and exchange of grants without prior shareholder approval.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	1	Elect Director Alan S. Armstrong	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	2	Elect Director Steven Bangert	For	For	For	For	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	3	Elect Director Chester E. Cadieux, III	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	4	Elect Director John W. Coffey	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	5	Elect Director Joseph W. Craft, III	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	6	Elect Director David F. Griffin	For	For	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	7	Elect Director E. Carey Joullian, IV	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	8	Elect Director George B. Kaiser	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	9	Elect Director Stacy C. Kymes	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	10	Elect Director Stanley A. Lybarger	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	11	Elect Director Steven J. Malcolm	For	For	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	12	Elect Director Emmet C. Richards	For	For	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	13	Elect Director Claudia S. San Pedro	For	For	For	For	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	14	Elect Director Kayse M. Shrum	For	For	For	For	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	15	Elect Director Peggy I. Simmons	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	16	Elect Director Michael C. Turpen	For	For	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.</p>



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corporation	04/30/2024	Management	17	Elect Director Rose M. Washington-Jones	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Alan Armstrong, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alan Armstrong and Joseph Craft III are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	04/30/2024	Management	18	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
BOK Financial Corporation	04/30/2024	Management	19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Booking Holdings Inc.	06/04/2024	Management	1	Elect Director Glenn D. Fogel	For	For	For	For	Votes AGAINST Thomas (Tom) Rothman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Charles Noski are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Booking Holdings Inc.	06/04/2024	Management	2	Elect Director Mirian M. Graddick-Weir	For	For	For	For	Votes AGAINST Thomas (Tom) Rothman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Charles Noski are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Booking Holdings Inc.	06/04/2024	Management	3	Elect Director Kelly Grier	For	For	For	For	Votes AGAINST Thomas (Tom) Rothman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Charles Noski are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Booking Holdings Inc.	06/04/2024	Management	4	Elect Director Wei Hopeman	For	For	For	For	Votes AGAINST Thomas (Tom) Rothman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Charles Noski are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Booking Holdings Inc.	06/04/2024	Management	5	Elect Director Robert J. Mylod, Jr.	For	For	For	For	Votes AGAINST Thomas (Tom) Rothman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Charles Noski are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Booking Holdings Inc.	06/04/2024	Management	6	Elect Director Charles H. Noski	For	For	Against	Against	Votes AGAINST Thomas (Tom) Rothman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Charles Noski are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Booking Holdings Inc.	06/04/2024	Management	7	Elect Director Larry Quinlan	For	For	For	For	Votes AGAINST Thomas (Tom) Rothman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Charles Noski are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Booking Holdings Inc.	06/04/2024	Management	8	Elect Director Nicholas J. Read	For	For	For	For	Votes AGAINST Thomas (Tom) Rothman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Charles Noski are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Booking Holdings Inc.	06/04/2024	Management	9	Elect Director Thomas E. Rothman	For	For	Against	Against	Votes AGAINST Thomas (Tom) Rothman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Charles Noski are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Booking Holdings Inc.	06/04/2024	Management	10	Elect Director Sumit Singh	For	For	For	For	Votes AGAINST Thomas (Tom) Rothman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Charles Noski are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Booking Holdings Inc.	06/04/2024	Management	11	Elect Director Lynn Vojvodich Radakovich	For	For	For	For	Votes AGAINST Thomas (Tom) Rothman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Charles Noski are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Booking Holdings Inc.	06/04/2024	Management	12	Elect Director Vanessa A. Wittman	For	For	For	For	Votes AGAINST Thomas (Tom) Rothman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Charles Noski are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Booking Holdings Inc.	06/04/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Booking Holdings Inc.	06/04/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Booking Holdings Inc.	06/04/2024	Shareholder	15	Amend Clawback Policy	Against	For	For	For	A vote FOR this proposal is warranted as the company's current clawback policy does not provide for the disclosure of the amounts and circumstances surrounding all recoupments. Such disclosure would benefit shareholders.
Booking Holdings Inc.	06/04/2024	Shareholder	16	Report on Risks Related to Fulfilling Information Requests for Enforcing Laws Criminalizing Abortion Access	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure on the potential risks and costs associated with the fulfilment of information requests for the enforcement of state laws related to reproductive rights would allow shareholders to assess how the company is managing such risks.
BorgWarner Inc.	04/24/2024	Management	1	Elect Director Sara A. Greenstein	For	For	For	For	A vote FOR the director nominees is warranted.
BorgWarner Inc.	04/24/2024	Management	2	Elect Director Michael S. Hanley	For	For	For	For	A vote FOR the director nominees is warranted.
BorgWarner Inc.	04/24/2024	Management	3	Elect Director Frederic B. Lissalde	For	For	For	For	A vote FOR the director nominees is warranted.
BorgWarner Inc.	04/24/2024	Management	4	Elect Director Shaun E. McAlmont	For	For	For	For	A vote FOR the director nominees is warranted.
BorgWarner Inc.	04/24/2024	Management	5	Elect Director Deborah D. McWhinney	For	For	For	For	A vote FOR the director nominees is warranted.
BorgWarner Inc.	04/24/2024	Management	6	Elect Director Alexis P. Michas	For	For	For	For	A vote FOR the director nominees is warranted.
BorgWarner Inc.	04/24/2024	Management	7	Elect Director Sailaja K. Shankar	For	For	For	For	A vote FOR the director nominees is warranted.
BorgWarner Inc.	04/24/2024	Management	8	Elect Director Hau N. Thai-Tang	For	For	For	For	A vote FOR the director nominees is warranted.
BorgWarner Inc.	04/24/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
BorgWarner Inc.	04/24/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Boston Properties, Inc.	05/22/2024	Management	1	Elect Director Bruce W. Duncan	For	For	For	For	Votes AGAINST Joel Klein, Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/22/2024	Management	2	Elect Director Carol B. Einiger	For	For	Against	Against	Votes AGAINST Joel Klein, Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/22/2024	Management	3	Elect Director Diane J. Hoskins	For	For	For	For	Votes AGAINST Joel Klein, Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/22/2024	Management	4	Elect Director Mary E. Kipp	For	For	For	For	Votes AGAINST Joel Klein, Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/22/2024	Management	5	Elect Director Joel I. Klein	For	For	Against	Against	Votes AGAINST Joel Klein, Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/22/2024	Management	6	Elect Director Douglas T. Linde	For	For	For	For	Votes AGAINST Joel Klein, Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/22/2024	Management	7	Elect Director Matthew J. Lustig	For	For	Against	Against	Votes AGAINST Joel Klein, Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/22/2024	Management	8	Elect Director Timothy J. Naughton	For	For	For	For	Votes AGAINST Joel Klein, Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/22/2024	Management	9	Elect Director Owen D. Thomas	For	For	For	For	Votes AGAINST Joel Klein, Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/22/2024	Management	10	Elect Director William H. Walton, III	For	For	For	For	Votes AGAINST Joel Klein, Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/22/2024	Management	11	Elect Director Derek Anthony (Tony) West	For	For	For	For	Votes AGAINST Joel Klein, Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Boston Properties, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Specifically, a significant portion of annual incentives are tied to non-formulaic business and individual goals. Furthermore, the relative TSR metric in the LTI program targets median performance, while absolute TSR targets still allow for a sizeable amount to vest in the event of negative performance.
Boston Properties, Inc.	05/22/2024	Management	13	Amend Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * the purchase price is reasonable; * the plan is broad based; and * there are limits on employee contributions.
Boston Properties, Inc.	05/22/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Boston Scientific Corporation	05/02/2024	Management	1	Elect Director Charles J. Dockendorff	For	For	For	For	Votes AGAINST John Sununu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/02/2024	Management	2	Elect Director Yoshiaki Fujimori	For	For	For	For	Votes AGAINST John Sununu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/02/2024	Management	3	Elect Director Edward J. Ludwig	For	For	For	For	Votes AGAINST John Sununu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/02/2024	Management	4	Elect Director Michael F. Mahoney	For	For	For	For	Votes AGAINST John Sununu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/02/2024	Management	5	Elect Director Jessica L. Mega	For	For	For	For	Votes AGAINST John Sununu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/02/2024	Management	6	Elect Director Susan E. Morano	For	For	For	For	Votes AGAINST John Sununu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/02/2024	Management	7	Elect Director John E. Sununu	For	For	Against	Against	Votes AGAINST John Sununu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/02/2024	Management	8	Elect Director David S. Wichmann	For	For	For	For	Votes AGAINST John Sununu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/02/2024	Management	9	Elect Director Ellen M. Zane	For	For	For	For	Votes AGAINST John Sununu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/02/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Boston Scientific Corporation	05/02/2024	Management	11	Amend Advance Notice Provisions	For	For	For	For	A vote FOR this proposal is warranted, as the proposed time frame for submission of director nominations or other proposals is considered reasonable and consistent with the newly adopted SEC universal proxy rules.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Boston Scientific Corporation	05/02/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Boyd Gaming Corporation	05/09/2024	Management	1	Elect Director Marianne Boyd Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	2	Elect Director John R. Bailey	For	For	For	For	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	3	Elect Director William R. Boyd	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	4	Elect Director Keith E. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	5	Elect Director Christine J. Spadafor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	6	Elect Director A. Randall Thoman	For	For	For	For	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Boyd Gaming Corporation	05/09/2024	Management	7	Elect Director Peter M. Thomas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	8	Elect Director Paul W. Whetsell	For	For	For	For	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/09/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Boyd Gaming Corporation	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Boyd Gaming Corporation	05/09/2024	Shareholder	11	Report on Potential Cost Savings Through Adoption of a Smokefree Policy	Against	For	For	For	A vote FOR this proposal is warranted, as greater disclosure around the potential cost savings associated with a nonsmoking policy would allow shareholders to better evaluate the costs and benefits associated with the company's current approach.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	1	Elect Director Julie Atkinson	For	For	For	For	Votes AGAINST non-independent nominees Jordan Hitch and Mary Ann Tocio are warranted for lack of a majority independent board. Votes AGAINST Jordan Hitch are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	2	Elect Director Jordan Hitch	For	For	Against	Against	Votes AGAINST non-independent nominees Jordan Hitch and Mary Ann Tocio are warranted for lack of a majority independent board. Votes AGAINST Jordan Hitch are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	3	Elect Director Laurel J. Richie	For	For	For	For	Votes AGAINST non-independent nominees Jordan Hitch and Mary Ann Tocio are warranted for lack of a majority independent board. Votes AGAINST Jordan Hitch are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	4	Elect Director Mary Ann Tocio	For	For	Against	Against	Votes AGAINST non-independent nominees Jordan Hitch and Mary Ann Tocio are warranted for lack of a majority independent board. Votes AGAINST Jordan Hitch are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	7	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	8	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	9	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	10	Amend Articles	For	For	For	For	A vote FOR this proposal is warranted as none of the proposed changes are considered to have an adverse impact on shareholder rights.
Brighthouse Financial, Inc.	06/06/2024	Management	1	Elect Director C. Edward (Chuck) Chaplin	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	2	Elect Director Stephen C. (Steve) Hooley	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	3	Elect Director Michael J. (Mike) Inserra	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	4	Elect Director Carol D. Juel	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	5	Elect Director Eileen A. Mallesch	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	6	Elect Director Diane E. Offereins	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	7	Elect Director Eric T. Steigerwalt	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	8	Elect Director Paul M. Wetzel	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	9	Elect Director Lizabeth H. Zlatkus	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/06/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brighthouse Financial, Inc.	06/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Brighthouse Financial, Inc.	06/06/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brighthouse Financial, Inc.	06/06/2024	Management	13	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Bristol-Myers Squibb Company	05/07/2024	Management	1	Elect Director Peter J. Arduini	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/07/2024	Management	2	Elect Director Deepak L. Bhatt	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/07/2024	Management	3	Elect Director Christopher S. Boerner	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/07/2024	Management	4	Elect Director Julia A. Haller	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/07/2024	Management	5	Elect Director Manuel Hidalgo Medina	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/07/2024	Management	6	Elect Director Paula A. Price	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/07/2024	Management	7	Elect Director Derica W. Rice	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/07/2024	Management	8	Elect Director Theodore R. Samuels	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/07/2024	Management	9	Elect Director Karen H. Vousden	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/07/2024	Management	10	Elect Director Phyllis R. Yale	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Bristol-Myers Squibb Company	05/07/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bristol-Myers Squibb Company	05/07/2024	Management	13	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Bristol-Myers Squibb Company	05/07/2024	Shareholder	14	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Bristol-Myers Squibb Company	05/07/2024	Shareholder	15	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR the proposal is warranted as the adoption of more stringent stock ownership requirements would more meaningfully align executives' interests with long-term shareholder value.
Brixmor Property Group Inc.	04/25/2024	Management	1	Elect Director James M. Taylor, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/25/2024	Management	2	Elect Director Sheryl M. Crosland	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/25/2024	Management	3	Elect Director Michael Berman	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/25/2024	Management	4	Elect Director Julie Bowerman	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/25/2024	Management	5	Elect Director Thomas W. Dickson	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/25/2024	Management	6	Elect Director Daniel B. Hurwitz	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/25/2024	Management	7	Elect Director Sandra A.J. Lawrence	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/25/2024	Management	8	Elect Director William D. Rahm	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/25/2024	Management	9	Elect Director JP Suarez	For	For	For	For	A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brixmor Property Group Inc.	04/25/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brixmor Property Group Inc.	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Broadcom Inc.	04/22/2024	Management	1	Elect Director Diane M. Bryant	For	For	For	For	A vote FOR all director nominees is warranted.
Broadcom Inc.	04/22/2024	Management	2	Elect Director Gayla J. Dely	For	For	For	For	A vote FOR all director nominees is warranted.
Broadcom Inc.	04/22/2024	Management	3	Elect Director Kenneth Y. Hao	For	For	For	For	A vote FOR all director nominees is warranted.
Broadcom Inc.	04/22/2024	Management	4	Elect Director Eddy W. Hartenstein	For	For	For	For	A vote FOR all director nominees is warranted.
Broadcom Inc.	04/22/2024	Management	5	Elect Director Check Kian Low	For	For	For	For	A vote FOR all director nominees is warranted.
Broadcom Inc.	04/22/2024	Management	6	Elect Director Justine F. Page	For	For	For	For	A vote FOR all director nominees is warranted.
Broadcom Inc.	04/22/2024	Management	7	Elect Director Henry Samueli	For	For	For	For	A vote FOR all director nominees is warranted.
Broadcom Inc.	04/22/2024	Management	8	Elect Director Hock E. Tan	For	For	For	For	A vote FOR all director nominees is warranted.
Broadcom Inc.	04/22/2024	Management	9	Elect Director Harry L. You	For	For	For	For	A vote FOR all director nominees is warranted.
Broadcom Inc.	04/22/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Broadcom Inc.	04/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Brown & Brown, Inc.	05/08/2024	Management	1	Elect Director J. Hyatt Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/08/2024	Management	2	Elect Director J. Powell Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/08/2024	Management	3	Elect Director Lawrence L. Gellerstedt, III	For	For	For	For	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brown & Brown, Inc.	05/08/2024	Management	4	Elect Director James C. Hays	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/08/2024	Management	5	Elect Director Theodore J. Hoepner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/08/2024	Management	6	Elect Director James S. Hunt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/08/2024	Management	7	Elect Director Toni Jennings	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/08/2024	Management	8	Elect Director Paul J. Krump	For	For	For	For	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brown & Brown, Inc.	05/08/2024	Management	9	Elect Director Timothy R.M. Main	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/08/2024	Management	10	Elect Director Bronislaw E. Masojada	For	For	For	For	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/08/2024	Management	11	Elect Director Jaymin B. Patel	For	For	For	For	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/08/2024	Management	12	Elect Director H. Palmer Proctor, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/08/2024	Management	13	Elect Director Wendell S. Reilly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brown & Brown, Inc.	05/08/2024	Management	14	Elect Director Kathleen A. Savio	For	For	For	For	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/08/2024	Management	15	Elect Director Chilton D. Varner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for H. Palmer Proctor Jr., Theodore Hoepner, James Hunt, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/08/2024	Management	16	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brown & Brown, Inc.	05/08/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Bruker Corporation	05/30/2024	Management	1	Elect Director William A. Linton	For	For	Withhold	Withhold	WITHHOLD votes for William Linton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent audit committee members Adelene Perkins and Robert (Bob) Rosenthal are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Bruker Corporation	05/30/2024	Management	2	Elect Director Adelene Q. Perkins	For	For	Withhold	Withhold	WITHHOLD votes for William Linton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent audit committee members Adelene Perkins and Robert (Bob) Rosenthal are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Bruker Corporation	05/30/2024	Management	3	Elect Director Robert J. Rosenthal	For	For	Withhold	Withhold	WITHHOLD votes for William Linton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent audit committee members Adelene Perkins and Robert (Bob) Rosenthal are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bruker Corporation	05/30/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision.
Bruker Corporation	05/30/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brunswick Corporation	05/01/2024	Management	1	Elect Director Nancy E. Cooper	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	2	Elect Director David C. Everitt	For	For	Against	Against	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	3	Elect Director Reginald Fils-Aime	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	4	Elect Director Lauren P. Flaherty	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	5	Elect Director David M. Foulkes	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	6	Elect Director Joseph W. McClanathan	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	7	Elect Director David V. Singer	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	8	Elect Director J. Steven Whisler	For	For	Against	Against	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	9	Elect Director Roger J. Wood	For	For	Against	Against	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/01/2024	Management	10	Elect Director MaryAnn Wright	For	For	For	For	A vote AGAINST David Everitt, J. Steven Whisler and Roger Wood is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brunswick Corporation	05/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Brunswick Corporation	05/01/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Builders FirstSource, Inc.	06/04/2024	Management	1	Elect Director Cleveland A. Christophe	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Rush, Cleveland Christophe and Brett Milgrim are warranted for lack of a majority independent board. Votes AGAINST Cleveland Christophe and Brett Milgrim are also warranted for serving as non-independent members of a key board committee. A vote FOR W. Bradley Hayes is warranted.
Builders FirstSource, Inc.	06/04/2024	Management	2	Elect Director W. Bradley Hayes	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Rush, Cleveland Christophe and Brett Milgrim are warranted for lack of a majority independent board. Votes AGAINST Cleveland Christophe and Brett Milgrim are also warranted for serving as non-independent members of a key board committee. A vote FOR W. Bradley Hayes is warranted.
Builders FirstSource, Inc.	06/04/2024	Management	3	Elect Director Brett N. Milgrim	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Rush, Cleveland Christophe and Brett Milgrim are warranted for lack of a majority independent board. Votes AGAINST Cleveland Christophe and Brett Milgrim are also warranted for serving as non-independent members of a key board committee. A vote FOR W. Bradley Hayes is warranted.
Builders FirstSource, Inc.	06/04/2024	Management	4	Elect Director David E. Rush	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Rush, Cleveland Christophe and Brett Milgrim are warranted for lack of a majority independent board. Votes AGAINST Cleveland Christophe and Brett Milgrim are also warranted for serving as non-independent members of a key board committee. A vote FOR W. Bradley Hayes is warranted.
Builders FirstSource, Inc.	06/04/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Builders FirstSource, Inc.	06/04/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Burlington Stores, Inc.	05/22/2024	Management	1	Elect Director Michael Goodwin	For	For	For	For	A vote FOR all director nominees is warranted.
Burlington Stores, Inc.	05/22/2024	Management	2	Elect Director William McNamara	For	For	For	For	A vote FOR all director nominees is warranted.
Burlington Stores, Inc.	05/22/2024	Management	3	Elect Director Michael O'Sullivan	For	For	For	For	A vote FOR all director nominees is warranted.
Burlington Stores, Inc.	05/22/2024	Management	4	Elect Director Jessica Rodriguez	For	For	For	For	A vote FOR all director nominees is warranted.
Burlington Stores, Inc.	05/22/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Burlington Stores, Inc.	05/22/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Burlington Stores, Inc.	05/22/2024	Management	7	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Burlington Stores, Inc.	05/22/2024	Management	8	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and submission of this proposal demonstrates a commitment to shareholders' interests on the part of management.
BWX Technologies, Inc.	05/03/2024	Management	1	Elect Director Jan A. Bertsch	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	2	Elect Director Gerhard F. Burbach	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	3	Elect Director Rex D. Geveden	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	4	Elect Director James M. Jaska	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	5	Elect Director Kenneth J. Krieg	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	6	Elect Director Leland D. Melvin	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	7	Elect Director Robert L. Nardelli	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	8	Elect Director Barbara A. Niland	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	9	Elect Director Nicole W. Piasecki	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	10	Elect Director John M. Richardson	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
BWX Technologies, Inc.	05/03/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	1	Elect Director James J. Barber, Jr.	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	2	Elect Director David P. Bozeman	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	3	Elect Director Kermit R. Crawford	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	4	Elect Director Timothy C. Gokey	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	5	Elect Director Mark A. Goodburn	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	6	Elect Director Mary J. Steele Guilfoile	For	For	Against	Against	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	7	Elect Director Jodee A. Kozlak	For	For	Against	Against	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	8	Elect Director Henry J. Maier	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	9	Elect Director Michael H. McGarry	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	10	Elect Director Paige K. Robbins	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	11	Elect Director Paula C. Tolliver	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	12	Elect Director Henry W. "Jay" Winship	For	For	For	For	Votes AGAINST Jodeen (Jodee) Kozlak and Mary Guilfoile are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Cadence Design Systems, Inc.	05/02/2024	Management	1	Elect Director Mark W. Adams	For	For	For	For	Votes AGAINST James Plummer and Alberto Sangiovanni-Vincentelli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/02/2024	Management	2	Elect Director Ita Brennan	For	For	For	For	Votes AGAINST James Plummer and Alberto Sangiovanni-Vincentelli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/02/2024	Management	3	Elect Director Lewis Chew	For	For	For	For	Votes AGAINST James Plummer and Alberto Sangiovanni-Vincentelli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cadence Design Systems, Inc.	05/02/2024	Management	4	Elect Director Anirudh Devgan	For	For	For	For	Votes AGAINST James Plummer and Alberto Sangiovanni-Vincentelli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/02/2024	Management	5	Elect Director ML Krakauer	For	For	For	For	Votes AGAINST James Plummer and Alberto Sangiovanni-Vincentelli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/02/2024	Management	6	Elect Director Julia Liuson	For	For	For	For	Votes AGAINST James Plummer and Alberto Sangiovanni-Vincentelli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/02/2024	Management	7	Elect Director James D. Plummer	For	For	Against	Against	Votes AGAINST James Plummer and Alberto Sangiovanni-Vincentelli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/02/2024	Management	8	Elect Director Alberto Sangiovanni-Vincentelli	For	For	Against	Against	Votes AGAINST James Plummer and Alberto Sangiovanni-Vincentelli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/02/2024	Management	9	Elect Director Young K. Sohn	For	For	For	For	Votes AGAINST James Plummer and Alberto Sangiovanni-Vincentelli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/02/2024	Management	10	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Cadence Design Systems, Inc.	05/02/2024	Management	11	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Cadence Design Systems, Inc.	05/02/2024	Management	12	Amend Charter to Add Restrictions on Shareholder Action by Written Consent	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal seeks to place a 25 percent ownership requirement to initiate shareholder action by written consent into the company's charter. This represents a restriction on shareholder rights. The company has not provided a reasonable rationale as to why the ownership threshold should be at such a relatively high level.
Cadence Design Systems, Inc.	05/02/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Cadence Design Systems, Inc.	05/02/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cadence Design Systems, Inc.	05/02/2024	Shareholder	15	Submit Severance Agreement to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Caesars Entertainment, Inc.	06/11/2024	Management	1	Elect Director Gary L. Carano	For	For	For	For	A vote FOR the director nominees is warranted.
Caesars Entertainment, Inc.	06/11/2024	Management	2	Elect Director Bonnie S. Biumi	For	For	For	For	A vote FOR the director nominees is warranted.
Caesars Entertainment, Inc.	06/11/2024	Management	3	Elect Director Jan Jones Blackhurst	For	For	For	For	A vote FOR the director nominees is warranted.
Caesars Entertainment, Inc.	06/11/2024	Management	4	Elect Director Frank J. Fahrenkopf	For	For	For	For	A vote FOR the director nominees is warranted.
Caesars Entertainment, Inc.	06/11/2024	Management	5	Elect Director Kim Harris Jones	For	For	For	For	A vote FOR the director nominees is warranted.
Caesars Entertainment, Inc.	06/11/2024	Management	6	Elect Director Don R. Kornstein	For	For	For	For	A vote FOR the director nominees is warranted.
Caesars Entertainment, Inc.	06/11/2024	Management	7	Elect Director Courtney R. Mather	For	For	For	For	A vote FOR the director nominees is warranted.
Caesars Entertainment, Inc.	06/11/2024	Management	8	Elect Director Michael E. Pegram	For	For	For	For	A vote FOR the director nominees is warranted.
Caesars Entertainment, Inc.	06/11/2024	Management	9	Elect Director Thomas R. Reeg	For	For	For	For	A vote FOR the director nominees is warranted.
Caesars Entertainment, Inc.	06/11/2024	Management	10	Elect Director David P. Tomick	For	For	For	For	A vote FOR the director nominees is warranted.
Caesars Entertainment, Inc.	06/11/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Caesars Entertainment, Inc.	06/11/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Caesars Entertainment, Inc.	06/11/2024	Management	13	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Caesars Entertainment, Inc.	06/11/2024	Shareholder	14	Report on Potential Cost Savings Through Adoption of a Smokefree Policy	Against	For	For	For	A vote FOR this proposal is warranted, as greater disclosure around the potential cost savings associated with a nonsmoking policy would allow shareholders to better evaluate the costs and benefits associated with the company's current approach.
Camden Property Trust	05/10/2024	Management	1	Elect Director Richard J. Campo	For	For	Against	Against	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Camden Property Trust	05/10/2024	Management	2	Elect Director Javier E. Benito	For	For	For	For	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/10/2024	Management	3	Elect Director Heather J. Brunner	For	For	For	For	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/10/2024	Management	4	Elect Director Mark D. Gibson	For	For	For	For	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/10/2024	Management	5	Elect Director Scott S. Ingraham	For	For	Against	Against	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/10/2024	Management	6	Elect Director Renu Khator	For	For	For	For	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Camden Property Trust	05/10/2024	Management	7	Elect Director D. Keith Oden	For	For	Against	Against	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/10/2024	Management	8	Elect Director Frances Aldrich Sevilla-Sacasa	For	For	Against	Against	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/10/2024	Management	9	Elect Director Steven A. Webster	For	For	Against	Against	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/10/2024	Management	10	Elect Director Kelvin R. Westbrook	For	For	Against	Against	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/10/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Camden Property Trust	05/10/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Capital One Financial Corporation	05/02/2024	Management	1	Elect Director Richard D. Fairbank	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A cautionary vote FOR Governance Committee member Francois Locoh-Donou is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Capital One Financial Corporation	05/02/2024	Management	2	Elect Director Ime Archibong	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A cautionary vote FOR Governance Committee member Francois Locoh-Donou is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/02/2024	Management	3	Elect Director Christine Detrick	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A cautionary vote FOR Governance Committee member Francois Locoh-Donou is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/02/2024	Management	4	Elect Director Ann Fritz Hackett	For	For	Against	Against	Votes AGAINST Ann Hackett, Peter Raskind and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A cautionary vote FOR Governance Committee member Francois Locoh-Donou is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/02/2024	Management	5	Elect Director Suni P. Harford	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A cautionary vote FOR Governance Committee member Francois Locoh-Donou is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/02/2024	Management	6	Elect Director Peter Thomas Killalea	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A cautionary vote FOR Governance Committee member Francois Locoh-Donou is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Capital One Financial Corporation	05/02/2024	Management	7	Elect Director Cornelis Petrus Adrianus Joseph ("Eli") Leenaars	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A cautionary vote FOR Governance Committee member Francois Locoh-Donou is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/02/2024	Management	8	Elect Director Francois Locoh-Donou	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A cautionary vote FOR Governance Committee member Francois Locoh-Donou is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/02/2024	Management	9	Elect Director Peter E. Raskind	For	For	Against	Against	Votes AGAINST Ann Hackett, Peter Raskind and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A cautionary vote FOR Governance Committee member Francois Locoh-Donou is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/02/2024	Management	10	Elect Director Eileen Serra	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A cautionary vote FOR Governance Committee member Francois Locoh-Donou is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/02/2024	Management	11	Elect Director Mayo A. Shattuck, III	For	For	Against	Against	Votes AGAINST Ann Hackett, Peter Raskind and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A cautionary vote FOR Governance Committee member Francois Locoh-Donou is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Capital One Financial Corporation	05/02/2024	Management	12	Elect Director Craig Anthony Williams	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A cautionary vote FOR Governance Committee member Francois Locoh-Donou is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/02/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Capital One Financial Corporation	05/02/2024	Management	14	Amend Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted. The plan is sufficiently broad-based and provides a reasonable limit on employee and company-matching contributions.
Capital One Financial Corporation	05/02/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Capital One Financial Corporation	05/02/2024	Shareholder	16	Adopt GHG Emissions Reduction Targets Associated with Lending and Investment Activities	Against	Against	For	For	A vote FOR this proposal is warranted as setting emission reduction targets aligned with the Paris Agreement's ambition to limit warming to 1.5 degrees Celsius would further the company's decarbonization initiatives. In addition, shareholders would benefit from the company working diligently to disclose its financed emissions.
Capital One Financial Corporation	05/02/2024	Shareholder	17	Report on Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company appears to be taking appropriate measures to address the risk of reverse discrimination against "non-diverse" populations.
Capital One Financial Corporation	05/02/2024	Shareholder	18	Adopt Director Election Resignation Bylaw	Against	Against	For	For	A vote FOR this proposal is warranted because the adoption of an enhanced director resignation policy for directors who failed to receive the required shareholder votes would transform the election-of-directors process into a more meaningful voice for shareholders and would serve to strengthen director accountability at the company.
Carlisle Companies Incorporated	05/01/2024	Management	1	Elect Director James D. Frias	For	For	For	For	A vote FOR all director nominees is warranted.
Carlisle Companies Incorporated	05/01/2024	Management	2	Elect Director Maia A. Hansen	For	For	For	For	A vote FOR all director nominees is warranted.
Carlisle Companies Incorporated	05/01/2024	Management	3	Elect Director Corrine D. Ricard	For	For	For	For	A vote FOR all director nominees is warranted.
Carlisle Companies Incorporated	05/01/2024	Management	4	Amend Charter	For	For	For	For	A vote FOR this proposal is warranted, as the board is proposing to move provisions relating to shareholder nomination of directors from the charter to the bylaws, and to adopt a right of proxy access on terms which are standard among public companies in the US.
Carlisle Companies Incorporated	05/01/2024	Management	5	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Carlisle Companies Incorporated	05/01/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Carlisle Companies Incorporated	05/01/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Carlisle Companies Incorporated	05/01/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Carnival Corporation	04/05/2024	Management	1	Re-elect Micky Arison as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nelda Connors are warranted for serving as a director on more than four public company boards. Votes FOR the remaining director nominees are warranted.
Carnival Corporation	04/05/2024	Management	2	Re-elect Jonathon Band as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nelda Connors are warranted for serving as a director on more than four public company boards. Votes FOR the remaining director nominees are warranted.
Carnival Corporation	04/05/2024	Management	3	Re-elect Jason Glen Cahilly as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nelda Connors are warranted for serving as a director on more than four public company boards. Votes FOR the remaining director nominees are warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Carnival Corporation	04/05/2024	Management	4	Elect Nelda J. Connors as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nelda Connors are warranted for serving as a director on more than four public company boards. Votes FOR the remaining director nominees are warranted.
Carnival Corporation	04/05/2024	Management	5	Re-elect Helen Deeble as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nelda Connors are warranted for serving as a director on more than four public company boards. Votes FOR the remaining director nominees are warranted.
Carnival Corporation	04/05/2024	Management	6	Re-elect Jeffrey J. Gearhart as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nelda Connors are warranted for serving as a director on more than four public company boards. Votes FOR the remaining director nominees are warranted.
Carnival Corporation	04/05/2024	Management	7	Re-elect Katie Lahey as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nelda Connors are warranted for serving as a director on more than four public company boards. Votes FOR the remaining director nominees are warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Carnival Corporation	04/05/2024	Management	8	Re-elect Sara Mathew as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nelda Connors are warranted for serving as a director on more than four public company boards. Votes FOR the remaining director nominees are warranted.
Carnival Corporation	04/05/2024	Management	9	Re-elect Stuart Subotnick as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nelda Connors are warranted for serving as a director on more than four public company boards. Votes FOR the remaining director nominees are warranted.
Carnival Corporation	04/05/2024	Management	10	Re-elect Laura Weil as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nelda Connors are warranted for serving as a director on more than four public company boards. Votes FOR the remaining director nominees are warranted.
Carnival Corporation	04/05/2024	Management	11	Re-elect Josh Weinstein as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nelda Connors are warranted for serving as a director on more than four public company boards. Votes FOR the remaining director nominees are warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Carnival Corporation	04/05/2024	Management	12	Re-elect Randy Weisenburger as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall (Randy) Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nelda Connors are warranted for serving as a director on more than four public company boards. Votes FOR the remaining director nominees are warranted.
Carnival Corporation	04/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Carnival Corporation	04/05/2024	Management	14	Approve Directors' Remuneration Report (in Accordance with Legal Requirements Applicable to UK Companies)	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Carnival Corporation	04/05/2024	Management	15	Appoint Deloitte LLP as Independent Auditors of Carnival plc; Ratify the Selection of the U.S. Firm of Deloitte & Touche LLP as the Independent Registered Public Accounting Firm of Carnival Corporation	For	For	For	For	A vote FOR these proposals to ratify the auditor and authorize the board to fix the auditor's remuneration is warranted.
Carnival Corporation	04/05/2024	Management	16	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR these proposals to ratify the auditor and authorize the board to fix the auditor's remuneration is warranted.
Carnival Corporation	04/05/2024	Management	17	Receive the Accounts and Reports of the Directors and Auditors of Carnival plc for the Year Ended November 30, 2023 (in Accordance with Legal Requirements Applicable to UK Companies)	For	For	For	For	A vote FOR the Company's routine submission of the directors' report and financial statements is warranted as no significant concerns have been identified.
Carnival Corporation	04/05/2024	Management	18	Approve Issuance of Equity	For	For	Against	Against	A vote AGAINST Item 18 is warranted because the potential share capital increase is considered excessive. A vote FOR Item 19 is warranted as the proposed amount falls within recommended limits.
Carnival Corporation	04/05/2024	Management	19	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	For	For	For	A vote AGAINST Item 18 is warranted because the potential share capital increase is considered excessive. A vote FOR Item 19 is warranted as the proposed amount falls within recommended limits.
Carnival Corporation	04/05/2024	Management	20	Authorize Share Repurchase Program	For	For	For	For	A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.
Carnival Corporation	04/05/2024	Management	21	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this item is warranted in the absence of any significant concerns.
Carrier Global Corporation	04/18/2024	Management	1	Elect Director Jean-Pierre Garnier	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/18/2024	Management	2	Elect Director David L. Gitlin	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/18/2024	Management	3	Elect Director John J. Greisch	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/18/2024	Management	4	Elect Director Charles M. Holley, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/18/2024	Management	5	Elect Director Michael M. McNamara	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Carrier Global Corporation	04/18/2024	Management	6	Elect Director Susan N. Story	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/18/2024	Management	7	Elect Director Michael A. Todman	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/18/2024	Management	8	Elect Director Maximilian (Max) Viessmann	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/18/2024	Management	9	Elect Director Virginia M. Wilson	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/18/2024	Management	10	Elect Director Beth A. Wozniak	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/18/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Carrier Global Corporation	04/18/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Carrier Global Corporation	04/18/2024	Shareholder	13	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as greater disclosure would allow shareholders to better evaluate the company's lobbying activities.
Carter's, Inc.	05/16/2024	Management	1	Elect Director Rochester (Rock) Anderson, Jr.	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	2	Elect Director Jeffrey H. Black	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	3	Elect Director Hali Borenstein	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	4	Elect Director Michael D. Casey	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	5	Elect Director Luis Borgen	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	6	Elect Director Jevin S. Eagle	For	For	Against	Against	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	7	Elect Director Mark P. Hipp	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	8	Elect Director William J. Montgoris	For	For	Against	Against	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Carter's, Inc.	05/16/2024	Management	9	Elect Director Stacey S. Rauch	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	10	Elect Director Gretchen W. Schar	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	11	Elect Director Stephanie P. Stahl	For	For	For	For	Votes AGAINST William Montgoris and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Carter's, Inc.	05/16/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Catalent, Inc.	01/25/2024	Management	1	Elect Director Michael J. Barber	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	2	Elect Director Steven K. Barg	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	3	Elect Director J. Martin Carroll	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	4	Elect Director Rolf Classon	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	5	Elect Director Frank A. D'Amelio	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	6	Elect Director John J. Greisch	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	7	Elect Director Gregory T. Lucier	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	8	Elect Director Alessandro Maselli	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	9	Elect Director Donald E. Morel, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	10	Elect Director Stephanie Okey	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	11	Elect Director Michelle R. Ryan	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	12	Elect Director Jack Stahl	For	For	For	For	A vote FOR all director nominees is warranted.
Catalent, Inc.	01/25/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Catalent, Inc.	01/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Catalent, Inc.	01/25/2024	Management	15	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Catalent, Inc.	05/29/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. The lack of additional offers following public disclosure of the ongoing strategic review largely mitigates concerns regarding the limited market check. Moreover, the cash form of consideration provides liquidity and certainty of value, the merger consideration represents a premium to the unaffected price, and there is a potential downside risk to non-approval.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Catalent, Inc.	05/29/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although unvested equity awards will accelerate on a single-trigger basis, cash severance is double trigger and reasonably based, no excise tax gross-ups are payable, and PSUs will be deemed earned at target or actual performance.
Catalent, Inc.	05/29/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted given the underlying transaction merits support.
Caterpillar, Inc.	06/12/2024	Management	1	Elect Director Daniel M. Dickinson	For	For	Against	Against	Votes AGAINST Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar, Inc.	06/12/2024	Management	2	Elect Director James C. Fish, Jr.	For	For	For	For	Votes AGAINST Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar, Inc.	06/12/2024	Management	3	Elect Director Gerald Johnson	For	For	For	For	Votes AGAINST Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar, Inc.	06/12/2024	Management	4	Elect Director David W. MacLennan	For	For	For	For	Votes AGAINST Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar, Inc.	06/12/2024	Management	5	Elect Director Judith F. Marks	For	For	For	For	Votes AGAINST Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar, Inc.	06/12/2024	Management	6	Elect Director Debra L. Reed-Klages	For	For	For	For	Votes AGAINST Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar, Inc.	06/12/2024	Management	7	Elect Director Susan C. Schwab	For	For	Against	Against	Votes AGAINST Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar, Inc.	06/12/2024	Management	8	Elect Director D. James Umpleby, III	For	For	For	For	Votes AGAINST Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar, Inc.	06/12/2024	Management	9	Elect Director Rayford Wilkins, Jr.	For	For	For	For	Votes AGAINST Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar, Inc.	06/12/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Caterpillar, Inc.	06/12/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Caterpillar, Inc.	06/12/2024	Shareholder	12	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Caterpillar, Inc.	06/12/2024	Shareholder	13	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted as increased transparency about the amounts of direct and indirect lobbying payments would help shareholders assess the company's management of risks related to political spending.
Caterpillar, Inc.	06/12/2024	Shareholder	14	Adopt Policy Prohibiting Directors from Simultaneously Sitting on the Board of Directors of Two Other Companies	Against	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company discloses its limitations on directors' outside board service activities, and there are no concerns with overboarding at Caterpillar.
Cboe Global Markets, Inc.	05/16/2024	Management	1	Elect Director William M. Farrow, III	For	For	For	For	Votes AGAINST Edward Fitzpatrick, Janet Froetscher, Jill Goodman and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/16/2024	Management	2	Elect Director Fredric J. Tomczyk	For	For	For	For	Votes AGAINST Edward Fitzpatrick, Janet Froetscher, Jill Goodman and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/16/2024	Management	3	Elect Director Edward J. Fitzpatrick	For	For	Against	Against	Votes AGAINST Edward Fitzpatrick, Janet Froetscher, Jill Goodman and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/16/2024	Management	4	Elect Director Ivan K. Fong	For	For	For	For	Votes AGAINST Edward Fitzpatrick, Janet Froetscher, Jill Goodman and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/16/2024	Management	5	Elect Director Janet P. Froetscher	For	For	Against	Against	Votes AGAINST Edward Fitzpatrick, Janet Froetscher, Jill Goodman and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/16/2024	Management	6	Elect Director Jill R. Goodman	For	For	Against	Against	Votes AGAINST Edward Fitzpatrick, Janet Froetscher, Jill Goodman and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cboe Global Markets, Inc.	05/16/2024	Management	7	Elect Director Erin A. Mansfield	For	For	For	For	Votes AGAINST Edward Fitzpatrick, Janet Froetscher, Jill Goodman and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/16/2024	Management	8	Elect Director Cecilia H. Mao	For	For	For	For	Votes AGAINST Edward Fitzpatrick, Janet Froetscher, Jill Goodman and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/16/2024	Management	9	Elect Director Alexander J. Maturri, Jr.	For	For	For	For	Votes AGAINST Edward Fitzpatrick, Janet Froetscher, Jill Goodman and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/16/2024	Management	10	Elect Director Jennifer J. McPeck	For	For	For	For	Votes AGAINST Edward Fitzpatrick, Janet Froetscher, Jill Goodman and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/16/2024	Management	11	Elect Director Roderick A. Palmore	For	For	Against	Against	Votes AGAINST Edward Fitzpatrick, Janet Froetscher, Jill Goodman and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/16/2024	Management	12	Elect Director James E. Parisi	For	For	For	For	Votes AGAINST Edward Fitzpatrick, Janet Froetscher, Jill Goodman and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's relocation perquisite.
Cboe Global Markets, Inc.	05/16/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Cboe Global Markets, Inc.	05/16/2024	Management	15	Provide Right to Call Special Meeting	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the ability to call special meetings would improve shareholder rights, this proposal is merely an advisory request to provide a special meeting right with a 25 percent ownership threshold with otherwise undefined terms. The 25 percent ownership threshold is considered relatively high for a company of this size. Moreover, the proposed 10 percent threshold in Item 6 is considered more appropriate and it is recommended that shareholders vote in favor of Item 6.
Cboe Global Markets, Inc.	05/16/2024	Shareholder	16	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted as the ability to call special meetings would improve shareholder rights. The proposed 10 percent ownership threshold is more appropriate for a company of this size relative to the 25 percent proposed by management in Item 5, which also lacks specificity in its terms.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CBRE Group, Inc.	05/22/2024	Management	1	Elect Director Brandon B. Boze	For	For	Against	Against	Votes AGAINST Brandon Boze are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBRE Group, Inc.	05/22/2024	Management	2	Elect Director Beth F. Cobert	For	For	For	For	Votes AGAINST Brandon Boze are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBRE Group, Inc.	05/22/2024	Management	3	Elect Director Reginald H. Gilyard	For	For	For	For	Votes AGAINST Brandon Boze are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBRE Group, Inc.	05/22/2024	Management	4	Elect Director Shira D. Goodman	For	For	For	For	Votes AGAINST Brandon Boze are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBRE Group, Inc.	05/22/2024	Management	5	Elect Director E.M. Blake Hutcheson	For	For	For	For	Votes AGAINST Brandon Boze are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBRE Group, Inc.	05/22/2024	Management	6	Elect Director Christopher T. Jenny	For	For	For	For	Votes AGAINST Brandon Boze are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBRE Group, Inc.	05/22/2024	Management	7	Elect Director Gerardo I. Lopez	For	For	For	For	Votes AGAINST Brandon Boze are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBRE Group, Inc.	05/22/2024	Management	8	Elect Director Guy A. Metcalfe	For	For	For	For	Votes AGAINST Brandon Boze are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBRE Group, Inc.	05/22/2024	Management	9	Elect Director Oscar Munoz	For	For	For	For	Votes AGAINST Brandon Boze are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBRE Group, Inc.	05/22/2024	Management	10	Elect Director Robert E. Sulentic	For	For	For	For	Votes AGAINST Brandon Boze are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBRE Group, Inc.	05/22/2024	Management	11	Elect Director Sanjiv Yajnik	For	For	For	For	Votes AGAINST Brandon Boze are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBRE Group, Inc.	05/22/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CBRE Group, Inc.	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CCC Intelligent Solutions Holdings Inc.	05/23/2024	Management	1	Elect Director Githesh Ramamurthy	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Githesh Ramamurthy for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee member Githesh Ramamurthy are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CCC Intelligent Solutions Holdings Inc.	05/23/2024	Management	2	Elect Director Eileen Schloss	For	For	For	For	WITHHOLD votes are warranted for Githesh Ramamurthy for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee member Githesh Ramamurthy are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CCC Intelligent Solutions Holdings Inc.	05/23/2024	Management	3	Elect Director Eric Wei	For	For	For	For	WITHHOLD votes are warranted for Githesh Ramamurthy for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee member Githesh Ramamurthy are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CCC Intelligent Solutions Holdings Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
CCC Intelligent Solutions Holdings Inc.	05/23/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CDW Corporation	05/21/2024	Management	1	Elect Director Virginia C. Addicott	For	For	For	For	Votes AGAINST Donna Zarccone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/21/2024	Management	2	Elect Director James A. Bell	For	For	For	For	Votes AGAINST Donna Zarccone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/21/2024	Management	3	Elect Director Lynda M. Clarizio	For	For	For	For	Votes AGAINST Donna Zarccone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CDW Corporation	05/21/2024	Management	4	Elect Director Anthony R. Foxx	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/21/2024	Management	5	Elect Director Kelly J. Grier	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/21/2024	Management	6	Elect Director Marc E. Jones	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/21/2024	Management	7	Elect Director Christine A. Leahy	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/21/2024	Management	8	Elect Director Sanjay Mehrotra	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/21/2024	Management	9	Elect Director David W. Nelms	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/21/2024	Management	10	Elect Director Joseph R. Swedish	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/21/2024	Management	11	Elect Director Donna F. Zarcone	For	For	Against	Against	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/21/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
CDW Corporation	05/21/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CDW Corporation	05/21/2024	Shareholder	14	Report on Political Contributions	Against	Against	For	For	A vote FOR this proposal is warranted as it would serve to enhance the company's board-level oversight of its political contributions and management of related risks and ensure congruency between the company's stated values and its political contributions.
Celsius Holdings, Inc.	05/28/2024	Management	1	Elect Director Nicholas Castaldo	For	For	Against	Against	Votes AGAINST Nicholas Castaldo are warranted for serving as a non-independent member of a key board committee. A vote AGAINST Audit Committee members Caroline Levy, Cheryl Miller, and Joyce Russell is warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Celsius Holdings, Inc.	05/28/2024	Management	2	Elect Director Damon DeSantis	For	For	For	For	Votes AGAINST Nicholas Castaldo are warranted for serving as a non-independent member of a key board committee. A vote AGAINST Audit Committee members Caroline Levy, Cheryl Miller, and Joyce Russell is warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	05/28/2024	Management	3	Elect Director John Fieldly	For	For	For	For	Votes AGAINST Nicholas Castaldo are warranted for serving as a non-independent member of a key board committee. A vote AGAINST Audit Committee members Caroline Levy, Cheryl Miller, and Joyce Russell is warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	05/28/2024	Management	4	Elect Director Hal Kravitz	For	For	For	For	Votes AGAINST Nicholas Castaldo are warranted for serving as a non-independent member of a key board committee. A vote AGAINST Audit Committee members Caroline Levy, Cheryl Miller, and Joyce Russell is warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	05/28/2024	Management	5	Elect Director Jim Lee	For	For	For	For	Votes AGAINST Nicholas Castaldo are warranted for serving as a non-independent member of a key board committee. A vote AGAINST Audit Committee members Caroline Levy, Cheryl Miller, and Joyce Russell is warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	05/28/2024	Management	6	Elect Director Caroline Levy	For	Against	Against	Against	Votes AGAINST Nicholas Castaldo are warranted for serving as a non-independent member of a key board committee. A vote AGAINST Audit Committee members Caroline Levy, Cheryl Miller, and Joyce Russell is warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	05/28/2024	Management	7	Elect Director Cheryl Miller	For	Against	Against	Against	Votes AGAINST Nicholas Castaldo are warranted for serving as a non-independent member of a key board committee. A vote AGAINST Audit Committee members Caroline Levy, Cheryl Miller, and Joyce Russell is warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Celsius Holdings, Inc.	05/28/2024	Management	8	Elect Director Joyce Russell	For	Against	Against	Against	Votes AGAINST Nicholas Castaldo are warranted for serving as a non-independent member of a key board committee. A vote AGAINST Audit Committee members Caroline Levy, Cheryl Miller, and Joyce Russell is warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	05/28/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Cencora, Inc.	03/12/2024	Management	1	Elect Director Ornella Barra	For	For	For	For	Votes AGAINST Richard Gochnauer and Kathleen Hyle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cencora, Inc.	03/12/2024	Management	2	Elect Director Werner Baumann	For	For	For	For	Votes AGAINST Richard Gochnauer and Kathleen Hyle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cencora, Inc.	03/12/2024	Management	3	Elect Director Steven H. Collis	For	For	For	For	Votes AGAINST Richard Gochnauer and Kathleen Hyle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cencora, Inc.	03/12/2024	Management	4	Elect Director D. Mark Durcan	For	For	For	For	Votes AGAINST Richard Gochnauer and Kathleen Hyle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cencora, Inc.	03/12/2024	Management	5	Elect Director Richard W. Gochnauer	For	For	Against	Against	Votes AGAINST Richard Gochnauer and Kathleen Hyle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cencora, Inc.	03/12/2024	Management	6	Elect Director Lon R. Greenberg	For	For	For	For	Votes AGAINST Richard Gochnauer and Kathleen Hyle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cencora, Inc.	03/12/2024	Management	7	Elect Director Kathleen W. Hyle	For	For	Against	Against	Votes AGAINST Richard Gochnauer and Kathleen Hyle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cencora, Inc.	03/12/2024	Management	8	Elect Director Lorence H. Kim	For	For	For	For	Votes AGAINST Richard Gochnauer and Kathleen Hyle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cencora, Inc.	03/12/2024	Management	9	Elect Director Redonda G. Miller	For	For	For	For	Votes AGAINST Richard Gochnauer and Kathleen Hyle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cencora, Inc.	03/12/2024	Management	10	Elect Director Dennis M. Nally	For	For	For	For	Votes AGAINST Richard Gochnauer and Kathleen Hyle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cencora, Inc.	03/12/2024	Management	11	Elect Director Lauren M. Tyler	For	For	For	For	Votes AGAINST Richard Gochnauer and Kathleen Hyle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cencora, Inc.	03/12/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Cencora, Inc.	03/12/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Cencora, Inc.	03/12/2024	Management	14	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Cencora, Inc.	03/12/2024	Management	15	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this item is warranted as, on balance, the proposed amendments to the company's charter do not appear to adversely impact shareholder's rights.
Cencora, Inc.	03/12/2024	Shareholder	16	Enhance Majority Vote for the Election of Directors	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the proposed bylaw language is not preferable to the company's existing bylaw provisions from the perspective of shareholder rights and board accountability.
Centene Corporation	05/14/2024	Management	1	Elect Director Jessica L. Blume	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	05/14/2024	Management	2	Elect Director Kenneth A. Burdick	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	05/14/2024	Management	3	Elect Director Christopher J. Coughlin	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	05/14/2024	Management	4	Elect Director H. James Dallas	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	05/14/2024	Management	5	Elect Director Wayne S. DeVeydt	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	05/14/2024	Management	6	Elect Director Frederick H. Eppinger	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	05/14/2024	Management	7	Elect Director Monte E. Ford	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	05/14/2024	Management	8	Elect Director Sarah M. London	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	05/14/2024	Management	9	Elect Director Lori J. Robinson	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	05/14/2024	Management	10	Elect Director Theodore R. Samuels	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Centene Corporation	05/14/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Centene Corporation	05/14/2024	Shareholder	13	Adopt Near and Long-Term Science-Based GHG Emissions Reduction Targets Aligned with Paris Agreement Goal	Against	For	For	For	A vote FOR this resolution is warranted. Additional disclosure about the company's GHG emission reduction targets and climate transition plan would help shareholders better evaluate the company's strategy around the transition to a low-carbon economy and its management of related risks and opportunities.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CenterPoint Energy, Inc.	04/26/2024	Management	1	Elect Director Wendy Montoya Cloonan	For	For	For	For	A vote FOR the director nominees is warranted.
CenterPoint Energy, Inc.	04/26/2024	Management	2	Elect Director Earl M. Cummings	For	For	For	For	A vote FOR the director nominees is warranted.
CenterPoint Energy, Inc.	04/26/2024	Management	3	Elect Director Barbara J. Duganier	For	For	For	For	A vote FOR the director nominees is warranted.
CenterPoint Energy, Inc.	04/26/2024	Management	4	Elect Director Christopher H. Franklin	For	For	For	For	A vote FOR the director nominees is warranted.
CenterPoint Energy, Inc.	04/26/2024	Management	5	Elect Director Raquelle W. Lewis	For	For	For	For	A vote FOR the director nominees is warranted.
CenterPoint Energy, Inc.	04/26/2024	Management	6	Elect Director Thaddeus J. Malik	For	For	For	For	A vote FOR the director nominees is warranted.
CenterPoint Energy, Inc.	04/26/2024	Management	7	Elect Director Theodore F. Pound	For	For	For	For	A vote FOR the director nominees is warranted.
CenterPoint Energy, Inc.	04/26/2024	Management	8	Elect Director Ricky A. Raven	For	For	For	For	A vote FOR the director nominees is warranted.
CenterPoint Energy, Inc.	04/26/2024	Management	9	Elect Director Phillip R. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
CenterPoint Energy, Inc.	04/26/2024	Management	10	Elect Director Barry T. Smitherman	For	For	For	For	A vote FOR the director nominees is warranted.
CenterPoint Energy, Inc.	04/26/2024	Management	11	Elect Director Jason P. Wells	For	For	For	For	A vote FOR the director nominees is warranted.
CenterPoint Energy, Inc.	04/26/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CenterPoint Energy, Inc.	04/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted because the company provided excessive perquisites to the CEO and certain other executives.
CenterPoint Energy, Inc.	04/26/2024	Shareholder	14	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Certara, Inc.	05/21/2024	Management	1	Elect Director James Cashman, III	For	Against	Against	Against	A vote AGAINST James Cashman III and Nancy Killefer is warranted (i) as Governance Committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights; and (ii) as Nominating Committee members, for failing to establish racial/ethnic diversity on the board. A vote FOR David (Dave) Spaight is warranted.
Certara, Inc.	05/21/2024	Management	2	Elect Director Nancy Killefer	For	Against	Against	Against	A vote AGAINST James Cashman III and Nancy Killefer is warranted (i) as Governance Committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights; and (ii) as Nominating Committee members, for failing to establish racial/ethnic diversity on the board. A vote FOR David (Dave) Spaight is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Certara, Inc.	05/21/2024	Management	3	Elect Director David Spaight	For	For	For	For	A vote AGAINST James Cashman III and Nancy Killefer is warranted (i) as Governance Committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights; and (ii) as Nominating Committee members, for failing to establish racial/ethnic diversity on the board. A vote FOR David (Dave) Spaight is warranted.
Certara, Inc.	05/21/2024	Management	4	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Certara, Inc.	05/21/2024	Management	5	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as the removal of largely inoperable provisions is viewed as administrative and would not impact shareholder rights.
Certara, Inc.	05/21/2024	Management	6	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Certara, Inc.	05/21/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
CF Industries Holdings, Inc.	04/18/2024	Management	1	Elect Director Javed Ahmed	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	04/18/2024	Management	2	Elect Director Robert C. Arzbaecher	For	For	Against	Against	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	04/18/2024	Management	3	Elect Director Christopher D. Bohn	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	04/18/2024	Management	4	Elect Director Deborah L. DeHaas	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	04/18/2024	Management	5	Elect Director John W. Eaves	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	04/18/2024	Management	6	Elect Director Susan A. Ellerbusch	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CF Industries Holdings, Inc.	04/18/2024	Management	7	Elect Director Stephen J. Hagge	For	For	Against	Against	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	04/18/2024	Management	8	Elect Director Jesus Madrazo Yris	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	04/18/2024	Management	9	Elect Director Anne P. Noonan	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	04/18/2024	Management	10	Elect Director Michael J. Toelle	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	04/18/2024	Management	11	Elect Director Theresa E. Wagler	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	04/18/2024	Management	12	Elect Director Celso L. White	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	04/18/2024	Management	13	Elect Director W. Anthony Will	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	04/18/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
CF Industries Holdings, Inc.	04/18/2024	Management	15	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Charles River Laboratories International, Inc.	05/08/2024	Management	1	Elect Director James C. Foster	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar and Richard Wallman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Charles River Laboratories International, Inc.	05/08/2024	Management	2	Elect Director Nancy C. Andrews	For	For	For	For	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar and Richard Wallman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/08/2024	Management	3	Elect Director Robert Bertolini	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar and Richard Wallman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/08/2024	Management	4	Elect Director Reshema Kemps-Polanco	For	For	For	For	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar and Richard Wallman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/08/2024	Management	5	Elect Director Deborah T. Kochevar	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar and Richard Wallman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/08/2024	Management	6	Elect Director George Llado, Sr.	For	For	For	For	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar and Richard Wallman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Charles River Laboratories International, Inc.	05/08/2024	Management	7	Elect Director Martin W. Mackay	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar and Richard Wallman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/08/2024	Management	8	Elect Director George E. Massaro	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar and Richard Wallman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/08/2024	Management	9	Elect Director Craig B. Thompson	For	For	For	For	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar and Richard Wallman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/08/2024	Management	10	Elect Director Richard F. Wallman	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar and Richard Wallman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/08/2024	Management	11	Elect Director Virginia M. Wilson	For	For	For	For	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar and Richard Wallman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/08/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Charles River Laboratories International, Inc.	05/08/2024	Management	13	Ratify PricewaterhouseCoopers LLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Charles River Laboratories International, Inc.	05/08/2024	Shareholder	14	Report on Imported Nonhuman Primates	Against	For	For	For	A vote FOR this resolution is warranted as shareholders would benefit from additional transparency about the import of NHPs and risks associated with animal welfare in the company's operations.
Charter Communications, Inc.	04/23/2024	Management	1	Elect Director Eric L. Zinterhofer	For	Against	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, John (Jay) Markley Jr. and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/23/2024	Management	2	Elect Director W. Lance Conn	For	Against	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, John (Jay) Markley Jr. and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/23/2024	Management	3	Elect Director Kim C. Goodman	For	For	For	For	Votes AGAINST Eric Zinterhofer, W. Lance Conn, John (Jay) Markley Jr. and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Charter Communications, Inc.	04/23/2024	Management	4	Elect Director Gregory B. Maffei	For	Against	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, John (Jay) Markley Jr. and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/23/2024	Management	5	Elect Director John D. Markley, Jr.	For	For	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, John (Jay) Markley Jr. and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/23/2024	Management	6	Elect Director David C. Merritt	For	For	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, John (Jay) Markley Jr. and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/23/2024	Management	7	Elect Director James E. Meyer	For	For	For	For	Votes AGAINST Eric Zinterhofer, W. Lance Conn, John (Jay) Markley Jr. and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Charter Communications, Inc.	04/23/2024	Management	8	Elect Director Steven A. Miron	For	Against	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, John (Jay) Markley Jr. and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/23/2024	Management	9	Elect Director Balan Nair	For	For	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, John (Jay) Markley Jr. and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/23/2024	Management	10	Elect Director Michael A. Newhouse	For	For	For	For	Votes AGAINST Eric Zinterhofer, W. Lance Conn, John (Jay) Markley Jr. and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/23/2024	Management	11	Elect Director Mauricio Ramos	For	Against	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, John (Jay) Markley Jr. and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Charter Communications, Inc.	04/23/2024	Management	12	Elect Director Carolyn J. Slaski	For	For	For	For	Votes AGAINST Eric Zinterhofer, W. Lance Conn, John (Jay) Markley Jr. and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/23/2024	Management	13	Elect Director Christopher L. Winfrey	For	For	For	For	Votes AGAINST Eric Zinterhofer, W. Lance Conn, John (Jay) Markley Jr. and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/23/2024	Management	14	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Charter Communications, Inc.	04/23/2024	Management	15	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Charter Communications, Inc.	04/23/2024	Management	16	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Charter Communications, Inc.	04/23/2024	Shareholder	17	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional reporting on the company's lobbying practices and policies, including its trade association memberships and payments, would benefit shareholders in assessing its management of related risks.
Charter Communications, Inc.	04/23/2024	Shareholder	18	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's political contributions could help shareholders more comprehensively evaluate the company's management of related risks and benefits.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chemed Corporation	05/20/2024	Management	1	Elect Director Kevin J. McNamara	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/20/2024	Management	2	Elect Director Ron DeLyons	For	For	For	For	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/20/2024	Management	3	Elect Director Patrick P. Grace	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/20/2024	Management	4	Elect Director Christopher J. Heaney	For	For	For	For	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/20/2024	Management	5	Elect Director Thomas C. Hutton	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chemed Corporation	05/20/2024	Management	6	Elect Director Andrea R. Lindell	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/20/2024	Management	7	Elect Director Eileen P. McCarthy	For	For	For	For	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/20/2024	Management	8	Elect Director John M. Mount, Jr.	For	For	For	For	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/20/2024	Management	9	Elect Director Thomas P. Rice	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/20/2024	Management	10	Elect Director George J. Walsh, III	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/20/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chemed Corporation	05/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chemed Corporation	05/20/2024	Shareholder	13	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this item is warranted. While the company adopted new severance arrangements, the implementation of a policy like the one described in the proposal would meaningfully mitigate the risk of cash severance payments that are excessive or not in line with market norms. Further, the proposal applies only to new or renewed severance arrangements.
Cheniere Energy, Inc.	05/23/2024	Management	1	Elect Director G. Andrea Botta	For	For	Against	Against	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/23/2024	Management	2	Elect Director Jack A. Fusco	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/23/2024	Management	3	Elect Director Patricia K. Collawn	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/23/2024	Management	4	Elect Director Brian E. Edwards	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/23/2024	Management	5	Elect Director Denise Gray	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/23/2024	Management	6	Elect Director Lorraine Mitchelmore	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/23/2024	Management	7	Elect Director Scott Peak	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/23/2024	Management	8	Elect Director Donald F. Robillard, Jr.	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/23/2024	Management	9	Elect Director Neal A. Shear	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Cheniere Energy, Inc.	05/23/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cheniere Energy, Inc.	05/23/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cheniere Energy, Inc.	05/23/2024	Management	13	Amend Certificate of Incorporation to Limit the Personal Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Chesapeake Energy Corporation	06/06/2024	Management	1	Elect Director Domenic J. Dell'Osso, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Chesapeake Energy Corporation	06/06/2024	Management	2	Elect Director Timothy S. Duncan	For	For	For	For	A vote FOR the director nominees is warranted.
Chesapeake Energy Corporation	06/06/2024	Management	3	Elect Director Benjamin C. Duster, IV	For	For	For	For	A vote FOR the director nominees is warranted.
Chesapeake Energy Corporation	06/06/2024	Management	4	Elect Director Sarah A. Emerson	For	For	For	For	A vote FOR the director nominees is warranted.
Chesapeake Energy Corporation	06/06/2024	Management	5	Elect Director Matthew M. Gallagher	For	For	For	For	A vote FOR the director nominees is warranted.
Chesapeake Energy Corporation	06/06/2024	Management	6	Elect Director Brian Steck	For	For	For	For	A vote FOR the director nominees is warranted.
Chesapeake Energy Corporation	06/06/2024	Management	7	Elect Director Michael A. Wichterich	For	For	For	For	A vote FOR the director nominees is warranted.
Chesapeake Energy Corporation	06/06/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Chesapeake Energy Corporation	06/06/2024	Management	9	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Chesapeake Energy Corporation	06/06/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chesapeake Energy Corporation	06/18/2024	Management	1	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted given the compelling strategic rationale and that the transaction is expected to be accretive to various financial measures and result in meaningful cost synergies.
Chesapeake Energy Corporation	06/18/2024	Management	2	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While cash severance and equity treatment are double trigger, the company made recent, problematic enhancements to executives' merger-related agreements. As of a result of recent changes, NEOs are entitled to enhanced severance amounts that would be payable upon a termination in connection with the transaction.
Chesapeake Energy Corporation	06/18/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants support.
Chevron Corporation	05/29/2024	Management	1	Elect Director Wanda M. Austin	For	For	For	For	Votes AGAINST Alice Gast, Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chevron Corporation	05/29/2024	Management	2	Elect Director John B. Frank	For	For	For	For	Votes AGAINST Alice Gast, Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chevron Corporation	05/29/2024	Management	3	Elect Director Alice P. Gast	For	For	Against	Against	Votes AGAINST Alice Gast, Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chevron Corporation	05/29/2024	Management	4	Elect Director Enrique Hernandez, Jr.	For	For	Against	Against	Votes AGAINST Alice Gast, Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chevron Corporation	05/29/2024	Management	5	Elect Director Marillyn A. Hewson	For	For	For	For	Votes AGAINST Alice Gast, Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chevron Corporation	05/29/2024	Management	6	Elect Director Jon M. Huntsman, Jr.	For	For	For	For	Votes AGAINST Alice Gast, Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chevron Corporation	05/29/2024	Management	7	Elect Director Charles W. Moorman	For	For	Against	Against	Votes AGAINST Alice Gast, Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chevron Corporation	05/29/2024	Management	8	Elect Director Dambisa F. Moyo	For	For	For	For	Votes AGAINST Alice Gast, Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chevron Corporation	05/29/2024	Management	9	Elect Director Debra Reed-Klages	For	For	For	For	Votes AGAINST Alice Gast, Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chevron Corporation	05/29/2024	Management	10	Elect Director D. James Umpleby, III	For	For	For	For	Votes AGAINST Alice Gast, Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chevron Corporation	05/29/2024	Management	11	Elect Director Cynthia J. Warner	For	For	For	For	Votes AGAINST Alice Gast, Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chevron Corporation	05/29/2024	Management	12	Elect Director Michael K. (Mike) Wirth	For	For	For	For	Votes AGAINST Alice Gast, Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chevron Corporation	05/29/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chevron Corporation	05/29/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.
Chevron Corporation	05/29/2024	Shareholder	15	Report on Analyzing the Risks Arising from Voluntary Carbon-Reduction Commitments	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company's risk management and oversight processes address the concerns expressed in the proposal.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chevron Corporation	05/29/2024	Shareholder	16	Report on Reduced Plastics Demand Impact on Financial Assumptions	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure on metrics and targets related to ability of the company to transition from virgin polymer production would allow shareholders to better assess the company's management of associated financial, environmental, and reputational risks.
Chevron Corporation	05/29/2024	Shareholder	17	Commission Third Party Assessment on Company's Human Rights Policies	Against	For	For	For	A vote FOR this proposal is warranted, as the requested report would allow shareholders to better assess the company's management of its human rights impacts.
Chevron Corporation	05/29/2024	Shareholder	18	Publish a Tax Transparency Report	Against	Against	For	For	A vote FOR this proposal is warranted as the proposed GRI Tax Standard would enhance the company's transparency in communicating its tax practices to investors globally.
Chipotle Mexican Grill, Inc.	06/06/2024	Management	1	Elect Director Albert S. Baldocchi	For	For	Against	Against	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	06/06/2024	Management	2	Elect Director Matthew A. Carey	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	06/06/2024	Management	3	Elect Director Gregg L. Engles	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	06/06/2024	Management	4	Elect Director Patricia Fili-Krushel	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	06/06/2024	Management	5	Elect Director Laura Fuentes	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	06/06/2024	Management	6	Elect Director Mauricio Gutierrez	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	06/06/2024	Management	7	Elect Director Robin Hickenlooper	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	06/06/2024	Management	8	Elect Director Scott Maw	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chipotle Mexican Grill, Inc.	06/06/2024	Management	9	Elect Director Brian Niccol	For	For	For	For	Votes AGAINST Albert (Al) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	06/06/2024	Management	10	Elect Director Mary Winston	For	For	For	For	Votes AGAINST Albert (Al) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	06/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Chipotle Mexican Grill, Inc.	06/06/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chipotle Mexican Grill, Inc.	06/06/2024	Management	13	Approve 50:1 Stock Split	For	For	For	For	Given the increase in the company's stock price in recent years, and the board's rationale, a vote FOR this proposal is warranted.
Chipotle Mexican Grill, Inc.	06/06/2024	Management	14	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted. The proposed amendment is consistent with the DGCL and will not materially impact shareholder rights.
Chipotle Mexican Grill, Inc.	06/06/2024	Shareholder	15	Commission a Third Party Audit on Working Conditions	Against	For	For	For	A vote FOR this proposal is warranted, as a third-party audit on the well-being and safety of the company's employees would help shareholders better evaluate the effectiveness of the company's human capital management strategy, particularly its efforts to comply with laws around scheduling and benefits, child labor, and workplace violence.
Chipotle Mexican Grill, Inc.	06/06/2024	Shareholder	16	Adopt Policy to Not Interfere with Freedom of Association Rights	Against	Against	For	For	A vote FOR this proposal is warranted, as this policy may benefit shareholders by improving the company's management of related risks, as well as augment its existing human rights-related oversight mechanisms.
Chipotle Mexican Grill, Inc.	06/06/2024	Shareholder	17	Report on Adoption of Automation	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure would help the company in its worker retention and recruitment efforts, and help shareholders understand how it is addressing labor related risks.
Chipotle Mexican Grill, Inc.	06/06/2024	Shareholder	18	Report on Harassment and Discrimination Statistics	Against	Against	For	For	A vote FOR this proposal is warranted, as greater disclosure on the company's harassment and discrimination policies and the effectiveness of implementation of these policies would help shareholders better assess how the company is addressing associated risks.
Choice Hotels International, Inc.	05/16/2024	Management	1	Elect Director Brian B. Bainum	For	For	Against	Against	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Choice Hotels International, Inc.	05/16/2024	Management	2	Elect Director Stewart W. Bainum, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	3	Elect Director William L. Jews	For	For	Against	Against	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	4	Elect Director Monte J.M. Koch	For	For	For	For	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	5	Elect Director Liza K. Landsman	For	For	For	For	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	6	Elect Director Patrick S. Pacious	For	For	Against	Against	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	7	Elect Director Ervin R. Shames	For	For	Against	Against	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Choice Hotels International, Inc.	05/16/2024	Management	8	Elect Director Gordon A. Smith	For	For	For	For	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	9	Elect Director Maureen D. Sullivan	For	For	For	For	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	10	Elect Director John P. Tague	For	For	Against	Against	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	11	Elect Director Donna F. Vieira	For	For	For	For	Votes AGAINST non-independent nominees Stewart Bainum Jr., Patrick (Pat) Pacious, Brian Bainum, William Jews, Ervin Shames and John Tague are warranted for lack of a majority independent board. Votes AGAINST William Jews, Ervin Shames and John Tague are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/16/2024	Management	12	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Choice Hotels International, Inc.	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Choice Hotels International, Inc.	05/16/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chubb Limited	05/16/2024	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this routine item is warranted due to a lack of concerns.
Chubb Limited	05/16/2024	Management	2	Allocate Disposable Profit	For	For	For	For	Votes FOR these proposals are warranted due to a lack of concerns.
Chubb Limited	05/16/2024	Management	3	Approve Dividend Distribution From Legal Reserves Through Capital Contributions Reserve Subaccount	For	For	For	For	Votes FOR these proposals are warranted due to a lack of concerns.
Chubb Limited	05/16/2024	Management	4	Approve Discharge of Board of Directors	For	For	For	For	A vote FOR this item is warranted, as there is no evidence that the board has not fulfilled their fiduciary duties.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chubb Limited	05/16/2024	Management	5	Ratify PricewaterhouseCoopers AG (Zurich) as Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chubb Limited	05/16/2024	Management	6	Ratify PricewaterhouseCoopers LLP (United States) as Independent Registered Accounting Firm	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chubb Limited	05/16/2024	Management	7	Ratify BDO AG (Zurich) as Special Audit Firm	For	For	For	For	A vote FOR this proposal to ratify the special auditor is warranted.
Chubb Limited	05/16/2024	Management	8	Elect Director Evan G. Greenberg	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/16/2024	Management	9	Elect Director Michael P. Connors	For	For	Against	Against	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/16/2024	Management	10	Elect Director Michael G. Atieh	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/16/2024	Management	11	Elect Director Nancy K. Buese	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/16/2024	Management	12	Elect Director Sheila P. Burke	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/16/2024	Management	13	Elect Director Nelson J. Chai	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/16/2024	Management	14	Elect Director Michael L. Corbat	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/16/2024	Management	15	Elect Director Robert J. Hugin	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/16/2024	Management	16	Elect Director Robert W. Scully	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chubb Limited	05/16/2024	Management	17	Elect Director Theodore E. Shasta	For	For	Against	Against	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/16/2024	Management	18	Elect Director David H. Sidwell	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/16/2024	Management	19	Elect Director Olivier Steimer	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/16/2024	Management	20	Elect Director Frances F. Townsend	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/16/2024	Management	21	Elect Evan G. Greenberg as Board Chairman	For	Against	Against	Against	A vote AGAINST Evan G. Greenberg as board chair is warranted because he serves as combined CEO/chair.
Chubb Limited	05/16/2024	Management	22	Elect Michael P. Connors as Member of the Compensation Committee	For	For	Against	Against	A vote AGAINST Michael P. Connors is warranted as he is a non-independent nominee and because his election to the board does not warrant support. A vote FOR the remaining nominees is warranted.
Chubb Limited	05/16/2024	Management	23	Elect David H. Sidwell as Member of the Compensation Committee	For	For	For	For	A vote AGAINST Michael P. Connors is warranted as he is a non-independent nominee and because his election to the board does not warrant support. A vote FOR the remaining nominees is warranted.
Chubb Limited	05/16/2024	Management	24	Elect Frances F. Townsend as Member of the Compensation Committee	For	For	For	For	A vote AGAINST Michael P. Connors is warranted as he is a non-independent nominee and because his election to the board does not warrant support. A vote FOR the remaining nominees is warranted.
Chubb Limited	05/16/2024	Management	25	Designate Homburger AG as Independent Proxy	For	For	For	For	A vote FOR this proposal is warranted due to a lack of concerns.
Chubb Limited	05/16/2024	Management	26	Cancel Repurchased Shares	For	For	For	For	A vote FOR the proposed share capital reduction is warranted due to a lack of concerns.
Chubb Limited	05/16/2024	Management	27	Amend Articles Re: Creation of a Capital Band	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the amount for the share issuance proposed is not within recommended limits.
Chubb Limited	05/16/2024	Management	28	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The number of shares reserved is reasonable; and * The offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Chubb Limited	05/16/2024	Management	29	Approve Remuneration of Directors in the Amount of USD 5.5 Million	For	For	For	For	A vote FOR this proposal is warranted because the requested amount is broadly in line with market practice.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chubb Limited	05/16/2024	Management	30	Approve Remuneration of Executive Management in the Amount of USD 72 Million for Fiscal 2025	For	For	Against	Against	As the company is classified as a US domestic issuer, and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US say-on-pay analysis. Accordingly, a vote AGAINST this proposal is warranted.
Chubb Limited	05/16/2024	Management	31	Approve Remuneration Report	For	For	Against	Against	The CEO pay ratio exceeds 100.
Chubb Limited	05/16/2024	Management	32	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Chubb Limited	05/16/2024	Management	33	Approve Sustainability Report	For	For	For	For	A vote FOR the approval of the company's non-financial report is warranted. Nevertheless, support is qualified considering the lack of broader external assurance that would confirm the validity of the information. Rather, only the greenhouse gas emissions metrics have been subject to limited assurance.
Chubb Limited	05/16/2024	Shareholder	34	Report on GHG Emissions Associated with Underwriting	Against	For	For	For	A vote FOR this proposal is warranted because it would help shareholders better understand the company's climate-related risks from its underwriting, investment, and insurance activities.
Chubb Limited	05/16/2024	Shareholder	35	Report on Median Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information allowing them to better measure the progress of the company's initiatives to encourage diversity, inclusion, and non-discriminatory treatment.
Chubb Limited	05/16/2024	Management	36	Transact Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Church & Dwight Co., Inc.	05/02/2024	Management	1	Elect Director Bradlen S. Cashaw	For	For	For	For	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	05/02/2024	Management	2	Elect Director Matthew T. Farrell	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Church & Dwight Co., Inc.	05/02/2024	Management	3	Elect Director Bradley C. Irwin	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	05/02/2024	Management	4	Elect Director Penry W. Price	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	05/02/2024	Management	5	Elect Director Susan G. Saideman	For	For	For	For	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	05/02/2024	Management	6	Elect Director Ravichandra K. Saligram	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	05/02/2024	Management	7	Elect Director Robert K. Shearer	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Church & Dwight Co., Inc.	05/02/2024	Management	8	Elect Director Janet S. Vergis	For	For	For	For	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	05/02/2024	Management	9	Elect Director Arthur B. Winkleblack	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	05/02/2024	Management	10	Elect Director Laurie J. Yoler	For	For	For	For	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Church & Dwight Co., Inc.	05/02/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Church & Dwight Co., Inc.	05/02/2024	Management	13	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Church & Dwight Co., Inc.	05/02/2024	Shareholder	14	Report on Political Contributions and Expenditures	Against	Against	For	For	A vote FOR this proposal is warranted, as the requested report would enable shareholders to have a more comprehensive understanding of how the company oversees and manages related risks and would further ensure congruency between the company's stated values and its political contributions.
Churchill Downs Incorporated	04/23/2024	Management	1	Elect Director William C. Carstanjen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee William (Bill) Carstanjen are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Churchill Downs Incorporated	04/23/2024	Management	2	Elect Director Karole F. Lloyd	For	For	For	For	WITHHOLD votes for non-independent nominee William (Bill) Carstanjen are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Churchill Downs Incorporated	04/23/2024	Management	3	Elect Director Paul C. Varga	For	For	For	For	WITHHOLD votes for non-independent nominee William (Bill) Carstanjen are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Churchill Downs Incorporated	04/23/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Churchill Downs Incorporated	04/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Ciena Corporation	03/21/2024	Management	1	Elect Director Hassan M. Ahmed	For	For	For	For	Votes AGAINST non-independent nominees Patrick Gallagher and Bruce Claflin are warranted for lack of a majority independent board. Votes AGAINST Patrick Gallagher and Bruce Claflin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ciena Corporation	03/21/2024	Management	2	Elect Director Bruce L. Claflin	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick Gallagher and Bruce Claflin are warranted for lack of a majority independent board. Votes AGAINST Patrick Gallagher and Bruce Claflin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ciena Corporation	03/21/2024	Management	3	Elect Director Patrick T. Gallagher	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick Gallagher and Bruce Claflin are warranted for lack of a majority independent board. Votes AGAINST Patrick Gallagher and Bruce Claflin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ciena Corporation	03/21/2024	Management	4	Elect Director T. Michael Nevens	For	For	For	For	Votes AGAINST non-independent nominees Patrick Gallagher and Bruce Claflin are warranted for lack of a majority independent board. Votes AGAINST Patrick Gallagher and Bruce Claflin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ciena Corporation	03/21/2024	Management	5	Elect Director Mary G. Puma	For	For	For	For	Votes AGAINST non-independent nominees Patrick Gallagher and Bruce Claflin are warranted for lack of a majority independent board. Votes AGAINST Patrick Gallagher and Bruce Claflin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ciena Corporation	03/21/2024	Management	6	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ciena Corporation	03/21/2024	Management	7	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Ciena Corporation	03/21/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ciena Corporation	03/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Cincinnati Financial Corporation	05/04/2024	Management	1	Elect Director Thomas J. Aaron	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/04/2024	Management	2	Elect Director Nancy C. Benacci	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/04/2024	Management	3	Elect Director Linda W. Clement-Holmes	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/04/2024	Management	4	Elect Director Dirk J. Debbink	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cincinnati Financial Corporation	05/04/2024	Management	5	Elect Director Steven J. Johnston	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/04/2024	Management	6	Elect Director Jill P. Meyer	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/04/2024	Management	7	Elect Director David P. Osborn	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/04/2024	Management	8	Elect Director Gretchen W. Schar	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/04/2024	Management	9	Elect Director Charles O. Schiff	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cincinnati Financial Corporation	05/04/2024	Management	10	Elect Director Douglas S. Skidmore	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/04/2024	Management	11	Elect Director Stephen M. Spray	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/04/2024	Management	12	Elect Director John F. Steele, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/04/2024	Management	13	Elect Director Larry R. Webb	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/04/2024	Management	14	Elect Director Cheng-sheng Peter Wu	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, Stephen (Steve) Spray, Dirk Debbink, Linda Clement-Holmes, Gretchen Schar, Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Dirk Debbink, Linda Clement-Holmes, Gretchen Schar and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cincinnati Financial Corporation	05/04/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Cincinnati Financial Corporation	05/04/2024	Management	16	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cincinnati Financial Corporation	05/04/2024	Management	17	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Citigroup Inc.	04/30/2024	Management	1	Elect Director Ellen M. Costello	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/30/2024	Management	2	Elect Director Grace E. Dailey	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/30/2024	Management	3	Elect Director Barbara J. Desoer	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/30/2024	Management	4	Elect Director John C. Dugan	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/30/2024	Management	5	Elect Director Jane N. Fraser	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/30/2024	Management	6	Elect Director Duncan P. Hennes	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/30/2024	Management	7	Elect Director Peter B. Henry	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/30/2024	Management	8	Elect Director S. Leslie Ireland	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/30/2024	Management	9	Elect Director Renee J. James	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/30/2024	Management	10	Elect Director Gary M. Reiner	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/30/2024	Management	11	Elect Director Diana L. Taylor	For	For	Against	Against	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/30/2024	Management	12	Elect Director James S. Turley	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Citigroup Inc.	04/30/2024	Management	13	Elect Director Casper W. von Koskull	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/30/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Citigroup Inc.	04/30/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Citigroup Inc.	04/30/2024	Management	16	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Citigroup Inc.	04/30/2024	Shareholder	17	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Citigroup Inc.	04/30/2024	Shareholder	18	Report on Respecting Indigenous Peoples' Rights	Against	For	For	For	A vote FOR this proposal is warranted. The bank and its shareholders are likely to benefit from increased transparency regarding due diligence around Indigenous Peoples' rights in project-related financing and clients' activities, for existing and future business.
Citigroup Inc.	04/30/2024	Shareholder	19	Amend Director Election Resignation Bylaw *Withdrawn Resolution*					
Citigroup Inc.	04/30/2024	Shareholder	20	Report on Risks Created by the Company's Diversity, Equity, and Inclusion Efforts	Against	Against	Against	Against	A vote AGAINST this resolution is warranted due to the lack of evidence that Citigroup's DEI initiatives constitute unlawful discrimination.
Citigroup Inc.	04/30/2024	Shareholder	21	Report on Risks Related to Discrimination Against Individuals Including Religious/Political Views	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against customers.
Citigroup Inc.	04/30/2024	Shareholder	22	Disclose Board Oversight Regarding Material Risks Associated with Animal Welfare	Against	Against	For	For	A vote FOR this proposal is warranted as the additional disclosure would help strengthen the company's stated animal welfare policies and practices. In addition, the disclosure would also enable shareholders to better assess the effectiveness of the company's animal welfare efforts and management of related risks.
Citizens Financial Group, Inc.	04/25/2024	Management	1	Elect Director Bruce Van Saun	For	For	For	For	Votes AGAINST William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group, Inc.	04/25/2024	Management	2	Elect Director Lee Alexander	For	For	For	For	Votes AGAINST William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group, Inc.	04/25/2024	Management	3	Elect Director Tracy A. Atkinson	For	For	For	For	Votes AGAINST William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Citizens Financial Group, Inc.	04/25/2024	Management	4	Elect Director Christine M. Cumming	For	For	For	For	Votes AGAINST William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group, Inc.	04/25/2024	Management	5	Elect Director Kevin J. Cummings	For	For	For	For	Votes AGAINST William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group, Inc.	04/25/2024	Management	6	Elect Director William P. Hankowsky	For	For	Against	Against	Votes AGAINST William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group, Inc.	04/25/2024	Management	7	Elect Director Edward J. Kelly, III	For	For	For	For	Votes AGAINST William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group, Inc.	04/25/2024	Management	8	Elect Director Robert G. Leary	For	For	For	For	Votes AGAINST William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group, Inc.	04/25/2024	Management	9	Elect Director Terrance J. Lillis	For	For	For	For	Votes AGAINST William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group, Inc.	04/25/2024	Management	10	Elect Director Michele N. Siekerka	For	For	For	For	Votes AGAINST William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group, Inc.	04/25/2024	Management	11	Elect Director Christopher J. Swift	For	For	For	For	Votes AGAINST William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group, Inc.	04/25/2024	Management	12	Elect Director Wendy A. Watson	For	For	Against	Against	Votes AGAINST William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group, Inc.	04/25/2024	Management	13	Elect Director Marita Zuraitis	For	For	Against	Against	Votes AGAINST William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group, Inc.	04/25/2024	Management	14	Amend Non-Employee Director Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Citizens Financial Group, Inc.	04/25/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Performance year pay was in directional alignment with declining company performance and the majority of LTI awards are based on multi-year performance. However, there are significant concerns regarding the impact of discretion in determining annual incentives for the year in review. Additionally, the proxy lacks key disclosures which are generally considered best practice, including pre-set weightings for metrics and considerations. These concerns are particularly heightened in a year in which a quantitative pay-for-performance misalignment is identified.
Citizens Financial Group, Inc.	04/25/2024	Management	16	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Citizens Financial Group, Inc.	04/25/2024	Management	17	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Citizens Financial Group, Inc.	04/25/2024	Management	18	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Clarivate Plc	05/07/2024	Management	1	Elect Director Andrew Snyder	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	2	Elect Director Jonathan Gear	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	3	Elect Director Valeria Alberola	For	Against	Against	Against	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	4	Elect Director Michael Angelakis	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Clarivate Plc	05/07/2024	Management	5	Elect Director Jane Okun Bomba	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	6	Elect Director Usama N. Cortas	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	7	Elect Director Suzanne Heywood	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	8	Elect Director Adam T. Levyn	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	9	Elect Director Anthony Munk	For	Against	Against	Against	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	10	Elect Director Wendell Pritchett	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	11	Elect Director Richard W. Roedel	For	Against	Against	Against	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	12	Elect Director Saurabh Saha	For	For	For	For	A vote AGAINST Audit Committee members Valeria Alberola, Anthony Munk, and Richard Roedel is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR all remaining directors is warranted.
Clarivate Plc	05/07/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Clarivate Plc	05/07/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company has retained the same audit firm in excess of seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Clean Harbors, Inc.	05/22/2024	Management	1	Elect Director Alan S. McKim	For	For	For	For	WITHHOLD votes for John Preston are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Harbors, Inc.	05/22/2024	Management	2	Elect Director Karyn Polito	For	For	For	For	WITHHOLD votes for John Preston are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Harbors, Inc.	05/22/2024	Management	3	Elect Director John T. Preston	For	For	Withhold	Withhold	WITHHOLD votes for John Preston are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Harbors, Inc.	05/22/2024	Management	4	Elect Director Marcy L. Reed	For	For	For	For	WITHHOLD votes for John Preston are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Harbors, Inc.	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Clean Harbors, Inc.	05/22/2024	Management	6	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: - The purchase price is reasonable; - The shares reserved is relatively conservative; and - The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Clean Harbors, Inc.	05/22/2024	Management	7	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cleveland-Cliffs Inc.	05/16/2024	Management	1	Elect Director Lourenco Goncalves	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/16/2024	Management	2	Elect Director Douglas C. Taylor	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/16/2024	Management	3	Elect Director John T. Baldwin	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/16/2024	Management	4	Elect Director Ron A. Bloom	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/16/2024	Management	5	Elect Director Susan M. Green	For	For	Withhold	Withhold	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/16/2024	Management	6	Elect Director Ralph S. Michael, III	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/16/2024	Management	7	Elect Director Janet L. Miller	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/16/2024	Management	8	Elect Director Ben Oren	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cleveland-Cliffs Inc.	05/16/2024	Management	9	Elect Director Gabriel Stoliar	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/16/2024	Management	10	Elect Director Arlene M. Yocum	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Cleveland-Cliffs Inc.	05/16/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cloudflare, Inc.	06/04/2024	Management	1	Elect Director Maria Eitel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Matthew Prince are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee chair Maria Eitel for lack of racial/ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee members Maria Eitel and Katrin Suder given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights.
Cloudflare, Inc.	06/04/2024	Management	2	Elect Director Matthew Prince	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Matthew Prince are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee chair Maria Eitel for lack of racial/ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee members Maria Eitel and Katrin Suder given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights.
Cloudflare, Inc.	06/04/2024	Management	3	Elect Director Katrin Suder	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Matthew Prince are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee chair Maria Eitel for lack of racial/ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee members Maria Eitel and Katrin Suder given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights.
Cloudflare, Inc.	06/04/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cloudflare, Inc.	06/04/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of personal use of corporate aircraft perquisites to the CEO. Additionally, concerns are raised as FY23 compensation for NEOs consisted primarily of large time-vesting restricted shares, with FY23 incentive programs lacking objective performance metrics and quantified goals. Furthermore, the concerns surrounding the grants are magnified, particularly for two NEOs, as it comes only one year after receiving large performance stock option awards.
CME Group Inc.	05/09/2024	Management	1	Elect Director Terrence A. Duffy	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/09/2024	Management	2	Elect Director Kathryn Benesh	For	For	For	For	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CME Group Inc.	05/09/2024	Management	3	Elect Director Timothy S. Bitsberger	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/09/2024	Management	4	Elect Director Charles P. Carey	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/09/2024	Management	5	Elect Director Bryan T. Durkin	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CME Group Inc.	05/09/2024	Management	6	Elect Director Harold Ford, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/09/2024	Management	7	Elect Director Martin J. Gepsman	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/09/2024	Management	8	Elect Director Larry G. Gerdes	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CME Group Inc.	05/09/2024	Management	9	Elect Director Daniel R. Glickman	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/09/2024	Management	10	Elect Director Daniel G. Kaye	For	For	For	For	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/09/2024	Management	11	Elect Director Phyllis M. Lockett	For	Against	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CME Group Inc.	05/09/2024	Management	12	Elect Director Deborah J. Lucas	For	For	For	For	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/09/2024	Management	13	Elect Director Terry L. Savage	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/09/2024	Management	14	Elect Director Rahael Seifu	For	For	For	For	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CME Group Inc.	05/09/2024	Management	15	Elect Director William R. Shepard	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/09/2024	Management	16	Elect Director Howard J. Siegel	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/09/2024	Management	17	Elect Director Dennis A. Suskind	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Dennis Suskind, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Larry Gerdes, Daniel Glickman, Terry Savage, William Shepard and Howard Siegel are warranted for lack of a majority independent board. Votes AGAINST Dennis Suskind, Timothy Bitsberger, Charles Carey, Martin Gepsman, Larry Gerdes, Daniel Glickman and Terry Savage are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Phyllis Lockett are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/09/2024	Management	18	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CME Group Inc.	05/09/2024	Management	19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CMS Energy Corporation	05/03/2024	Management	1	Elect Director Jon E. Barfield	For	For	Against	Against	Votes AGAINST Laura Wright and Jon Barfield are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/03/2024	Management	2	Elect Director Deborah H. Butler	For	For	For	For	Votes AGAINST Laura Wright and Jon Barfield are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/03/2024	Management	3	Elect Director Kurt L. Darrow	For	For	For	For	Votes AGAINST Laura Wright and Jon Barfield are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/03/2024	Management	4	Elect Director Ralph Izzo	For	For	For	For	Votes AGAINST Laura Wright and Jon Barfield are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/03/2024	Management	5	Elect Director Garrick J. Rochow	For	For	For	For	Votes AGAINST Laura Wright and Jon Barfield are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/03/2024	Management	6	Elect Director John G. Russell	For	For	For	For	Votes AGAINST Laura Wright and Jon Barfield are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/03/2024	Management	7	Elect Director Suzanne F. Shank	For	For	For	For	Votes AGAINST Laura Wright and Jon Barfield are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/03/2024	Management	8	Elect Director Myrna M. Soto	For	For	For	For	Votes AGAINST Laura Wright and Jon Barfield are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/03/2024	Management	9	Elect Director John G. Szniewajs	For	For	For	For	Votes AGAINST Laura Wright and Jon Barfield are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/03/2024	Management	10	Elect Director Ronald J. Tanski	For	For	For	For	Votes AGAINST Laura Wright and Jon Barfield are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/03/2024	Management	11	Elect Director Laura H. Wright	For	For	Against	Against	Votes AGAINST Laura Wright and Jon Barfield are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CMS Energy Corporation	05/03/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
CMS Energy Corporation	05/03/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CMS Energy Corporation	05/03/2024	Management	14	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
CNA Financial Corporation	05/01/2024	Management	1	Elect Director Michael A. Bless	For	For	For	For	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Tisch are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	05/01/2024	Management	2	Elect Director Jose O. Montemayor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Tisch are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	05/01/2024	Management	3	Elect Director Don M. Randel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Tisch are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CNA Financial Corporation	05/01/2024	Management	4	Elect Director Andre Rice	For	For	For	For	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Tisch are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	05/01/2024	Management	5	Elect Director Dino E. Robusto	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Tisch are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	05/01/2024	Management	6	Elect Director Kenneth I. Siegel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Tisch are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CNA Financial Corporation	05/01/2024	Management	7	Elect Director Andrew H. Tisch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Tisch are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	05/01/2024	Management	8	Elect Director Benjamin J. Tisch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Tisch are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	05/01/2024	Management	9	Elect Director James S. Tisch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Tisch are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CNA Financial Corporation	05/01/2024	Management	10	Elect Director Jane J. Wang	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Andrew Tisch are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	05/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
CNA Financial Corporation	05/01/2024	Management	12	Amend Certificate of Incorporation to Update the Exculpation Provision	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Additionally, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
CNA Financial Corporation	05/01/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CNH Industrial NV	05/03/2024	Management	2	Reelect Suzanne Heywood as Executive Director	For	Against	Against	Against	Votes AGAINST Alessandro Nasi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Vagn Soerensen, Suzanne Heywood, and Alessandro Nasi are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST nominees Suzanne Heywood and Alessandro Nasi is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
CNH Industrial NV	05/03/2024	Management	3	Reelect Scott W. Wine as Executive Director	For	For	For	For	Votes AGAINST Alessandro Nasi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Vagn Soerensen, Suzanne Heywood, and Alessandro Nasi are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST nominees Suzanne Heywood and Alessandro Nasi is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CNH Industrial NV	05/03/2024	Management	4	Elect Elizabeth Bastoni as Non-Executive Director	For	For	For	For	Votes AGAINST Alessandro Nasi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Vagn Soerensen, Suzanne Heywood, and Alessandro Nasi are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST nominees Suzanne Heywood and Alessandro Nasi is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
CNH Industrial NV	05/03/2024	Management	5	Reelect Howard W. Buffett as Non-Executive Director	For	For	For	For	Votes AGAINST Alessandro Nasi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Vagn Soerensen, Suzanne Heywood, and Alessandro Nasi are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST nominees Suzanne Heywood and Alessandro Nasi is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
CNH Industrial NV	05/03/2024	Management	6	Elect Richard J. Kramer as Non-Executive Director	For	For	For	For	Votes AGAINST Alessandro Nasi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Vagn Soerensen, Suzanne Heywood, and Alessandro Nasi are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST nominees Suzanne Heywood and Alessandro Nasi is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
CNH Industrial NV	05/03/2024	Management	7	Reelect Karen Linehan as Non-Executive Director	For	For	For	For	Votes AGAINST Alessandro Nasi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Vagn Soerensen, Suzanne Heywood, and Alessandro Nasi are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST nominees Suzanne Heywood and Alessandro Nasi is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
CNH Industrial NV	05/03/2024	Management	8	Reelect Alessandro Nasi as Non-Executive Director	For	Against	Against	Against	Votes AGAINST Alessandro Nasi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Vagn Soerensen, Suzanne Heywood, and Alessandro Nasi are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST nominees Suzanne Heywood and Alessandro Nasi is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CNH Industrial NV	05/03/2024	Management	9	Reelect Vagn Sorensen as Non-Executive Director	For	Against	Against	Against	Votes AGAINST Alessandro Nasi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Vagn Soerensen, Suzanne Heywood, and Alessandro Nasi are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST nominees Suzanne Heywood and Alessandro Nasi is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
CNH Industrial NV	05/03/2024	Management	10	Reelect Asa Tamsons as Non-Executive Director	For	For	For	For	Votes AGAINST Alessandro Nasi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Vagn Soerensen, Suzanne Heywood, and Alessandro Nasi are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST nominees Suzanne Heywood and Alessandro Nasi is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
CNH Industrial NV	05/03/2024	Management	11	Approve Remuneration Policy	For	Against	Against	Against	A vote AGAINST is warranted because: * The remuneration policy does not set a clear framework on the incentive plans and does not set award levels nor does it provide clear disclosure on applicable performance metrics; * This should also be understood in light of the company's delisting from the Milan Stock Exchange and the company no longer being subject to SRD II related requirements, including a mandatory annual vote on the remuneration report enabling shareholders to assess and evaluate the application of the policy. * Although the remuneration policy must be approved by the meeting shareholders under Dutch Law, the current policy is providing the board with extensive flexibility and discretion to remunerate executives and does not set sufficient safeguards. We take note of the fact that the company does provide extensive post-performance disclosure regarding the STIP and LTIP in the remuneration report of 2023.
CNH Industrial NV	05/03/2024	Management	12	Approve Plan to Grant Rights to Subscribe for Common Shares to Non-Executive Directors under Equity Incentive Plans	For	For	For	For	A vote FOR this item is warranted because the company provided a clear rationale for the proposed additional remuneration for non-executive directors by awarding an equity grant, without leading to excessive pay practices.
CNH Industrial NV	05/03/2024	Management	13	Adopt Financial Statements	For	For	For	For	A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.
CNH Industrial NV	05/03/2024	Management	14	Receive Explanation on Company's Reserves and Dividend Policy					

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CNH Industrial NV	05/03/2024	Management	15	Approve Dividends	For	For	For	For	A qualified vote FOR the dividend proposal is warranted. The company proposes dividends to shareholders. However, an adequate explanation why the dividend payout ratio is below 30 percent is not given.
CNH Industrial NV	05/03/2024	Management	16	Approve Discharge of Directors	For	For	For	For	A vote FOR this item is warranted given the lack of any specific concern with the board's actions over the past year. However, cautionary support is warranted as the company has failed to demonstrate good stewardship by failing to submit the remuneration report to a shareholder vote. Despite not being formally required due to the company's cross market status, both in US and Netherlands companies are required to offer shareholders a say-on-pay. We do note that the company provided full disclosure of its 2023 remuneration report in the AGM materials (for discussion only).
CNH Industrial NV	05/03/2024	Management	17	Ratify Deloitte Accountants B.V. as Auditors	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
CNH Industrial NV	05/03/2024	Management	18	Grant Board Authority to Issue Shares Up to 10 Percent of Issued Capital	For	For	For	For	A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.
CNH Industrial NV	05/03/2024	Management	19	Authorize Board to Exclude Preemptive Rights from Share Issuances	For	For	For	For	A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.
CNH Industrial NV	05/03/2024	Management	20	Authorize Repurchase of Up to 10 Percent of Issued Capital	For	For	For	For	A vote FOR is warranted because: * This proposal is in line with commonly used safeguards regarding volume and pricing; * The authorization would allow CNH Industrial to repurchase up to 10.00 percent of the issued share capital; and * The authorization would allow the company to repurchase shares for less or up to 110 percent of the share price prior to the repurchase.
Cognex Corporation	05/01/2024	Management	1	Elect Director Sachin Lawande	For	For	Against	Against	A vote AGAINST incumbent Governance Committee member Sachin Lawande is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR Marjorie Sennett is warranted.
Cognex Corporation	05/01/2024	Management	2	Elect Director Marjorie T. Sennett	For	For	For	For	A vote AGAINST incumbent Governance Committee member Sachin Lawande is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR Marjorie Sennett is warranted.
Cognex Corporation	05/01/2024	Management	3	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cognex Corporation	05/01/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Though the annual bonus payout was reasonable for the year in review, the program has a potential for payments significantly above target. These potential above-target payments also appear to be based solely on the compensation committee's discretion. Further, though the performance criterion in the annual equity program is rigorous and is measured over a multi-year period, a significant majority of the annual equity grant does not utilize pre-set performance criteria.
Cognizant Technology Solutions Corporation	06/04/2024	Management	1	Elect Director Zein Abdalla	For	For	For	For	Votes AGAINST Leo Mackay Jr. and Michael Patsalos-Fox are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions Corporation	06/04/2024	Management	2	Elect Director Vinita Bali	For	For	For	For	Votes AGAINST Leo Mackay Jr. and Michael Patsalos-Fox are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions Corporation	06/04/2024	Management	3	Elect Director Eric Branderiz	For	For	For	For	Votes AGAINST Leo Mackay Jr. and Michael Patsalos-Fox are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions Corporation	06/04/2024	Management	4	Elect Director Archana Deskus	For	For	For	For	Votes AGAINST Leo Mackay Jr. and Michael Patsalos-Fox are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions Corporation	06/04/2024	Management	5	Elect Director John M. Dineen	For	For	For	For	Votes AGAINST Leo Mackay Jr. and Michael Patsalos-Fox are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions Corporation	06/04/2024	Management	6	Elect Director Ravi Kumar S	For	For	For	For	Votes AGAINST Leo Mackay Jr. and Michael Patsalos-Fox are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions Corporation	06/04/2024	Management	7	Elect Director Leo S. Mackay, Jr.	For	For	Against	Against	Votes AGAINST Leo Mackay Jr. and Michael Patsalos-Fox are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions Corporation	06/04/2024	Management	8	Elect Director Michael Patsalos-Fox	For	For	Against	Against	Votes AGAINST Leo Mackay Jr. and Michael Patsalos-Fox are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions Corporation	06/04/2024	Management	9	Elect Director Stephen "Steve" J. Rohleder	For	For	For	For	Votes AGAINST Leo Mackay Jr. and Michael Patsalos-Fox are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cognizant Technology Solutions Corporation	06/04/2024	Management	10	Elect Director Abraham "Bram" Schot	For	For	For	For	Votes AGAINST Leo Mackay Jr. and Michael Patsalos-Fox are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions Corporation	06/04/2024	Management	11	Elect Director Joseph M. Velli	For	For	For	For	Votes AGAINST Leo Mackay Jr. and Michael Patsalos-Fox are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions Corporation	06/04/2024	Management	12	Elect Director Sandra S. Wijnberg	For	For	For	For	Votes AGAINST Leo Mackay Jr. and Michael Patsalos-Fox are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions Corporation	06/04/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Cognizant Technology Solutions Corporation	06/04/2024	Management	14	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation and to Remove Obsolete Provisions	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Cognizant Technology Solutions Corporation	06/04/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cognizant Technology Solutions Corporation	06/04/2024	Shareholder	16	Adopt Policy on Fair Treatment of Shareholder Nominees	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the proponent as not provided a compelling argument that the proposed policy would materially protect or improve shareholders' rights.
Coinbase Global, Inc.	06/14/2024	Management	1	Elect Director Brian Armstrong	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Frederick (Fred) Ehram III for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Marc Andreessen and Gokul Rajaram given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Brian Armstrong as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Compensation Committee members Fred Wilson, Kelly Kramer, and Gokul Rajaram due to the large magnitude of security-related perquisite provided to the CEO. A vote FOR director nominee Tobias Lutke is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coinbase Global, Inc.	06/14/2024	Management	2	Elect Director Marc L. Andreessen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Frederick (Fred) Ehram III for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Marc Andreessen and Gokul Rajaram given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Brian Armstrong as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Compensation Committee members Fred Wilson, Kelly Kramer, and Gokul Rajaram due to the large magnitude of security-related perquisite provided to the CEO. A vote FOR director nominee Tobias Lutke is warranted.
Coinbase Global, Inc.	06/14/2024	Management	3	Elect Director Frederick Ernest Ehram, III	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Frederick (Fred) Ehram III for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Marc Andreessen and Gokul Rajaram given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Brian Armstrong as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Compensation Committee members Fred Wilson, Kelly Kramer, and Gokul Rajaram due to the large magnitude of security-related perquisite provided to the CEO. A vote FOR director nominee Tobias Lutke is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coinbase Global, Inc.	06/14/2024	Management	4	Elect Director Kelly A. Kramer	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes are warranted for Frederick (Fred) Ehram III for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Marc Andreessen and Gokul Rajaram given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Brian Armstrong as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Compensation Committee members Fred Wilson, Kelly Kramer, and Gokul Rajaram due to the large magnitude of security-related perquisite provided to the CEO. A vote FOR director nominee Tobias Lutke is warranted.</p>
Coinbase Global, Inc.	06/14/2024	Management	5	Elect Director Tobias Lutke	For	For	For	For	<p>WITHHOLD votes are warranted for Frederick (Fred) Ehram III for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Marc Andreessen and Gokul Rajaram given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Brian Armstrong as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Compensation Committee members Fred Wilson, Kelly Kramer, and Gokul Rajaram due to the large magnitude of security-related perquisite provided to the CEO. A vote FOR director nominee Tobias Lutke is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coinbase Global, Inc.	06/14/2024	Management	6	Elect Director Gokul Rajaram	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Frederick (Fred) Ehram III for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Marc Andreessen and Gokul Rajaram given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Brian Armstrong as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Compensation Committee members Fred Wilson, Kelly Kramer, and Gokul Rajaram due to the large magnitude of security-related perquisite provided to the CEO. A vote FOR director nominee Tobias Lutke is warranted.
Coinbase Global, Inc.	06/14/2024	Management	7	Elect Director Fred Wilson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Frederick (Fred) Ehram III for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Marc Andreessen and Gokul Rajaram given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the pop-up classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Brian Armstrong as his ownership of the supervoting shares provide him with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Compensation Committee members Fred Wilson, Kelly Kramer, and Gokul Rajaram due to the large magnitude of security-related perquisite provided to the CEO. A vote FOR director nominee Tobias Lutke is warranted.
Coinbase Global, Inc.	06/14/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Colgate-Palmolive Company	05/10/2024	Management	1	Elect Director John P. Bilbrey	For	For	For	For	Votes AGAINST John Cahill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/10/2024	Management	2	Elect Director John T. Cahill	For	For	Against	Against	Votes AGAINST John Cahill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/10/2024	Management	3	Elect Director Steve Cahillane	For	For	For	For	Votes AGAINST John Cahill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Colgate-Palmolive Company	05/10/2024	Management	4	Elect Director Lisa M. Edwards	For	For	For	For	Votes AGAINST John Cahill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/10/2024	Management	5	Elect Director C. Martin Harris	For	For	For	For	Votes AGAINST John Cahill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/10/2024	Management	6	Elect Director Martina Hund-Mejean	For	For	For	For	Votes AGAINST John Cahill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/10/2024	Management	7	Elect Director Kimberly A. Nelson	For	For	For	For	Votes AGAINST John Cahill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/10/2024	Management	8	Elect Director Brian Newman	For	For	For	For	Votes AGAINST John Cahill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/10/2024	Management	9	Elect Director Lorrie M. Norrington	For	For	For	For	Votes AGAINST John Cahill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/10/2024	Management	10	Elect Director Noel R. Wallace	For	For	For	For	Votes AGAINST John Cahill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/10/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Colgate-Palmolive Company	05/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Colgate-Palmolive Company	05/10/2024	Shareholder	13	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Columbia Banking System, Inc.	05/08/2024	Management	1	Elect Director Cort L. O'Haver	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/08/2024	Management	2	Elect Director Craig D. Eerkes	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/08/2024	Management	3	Elect Director Mark A. Finkelstein	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Columbia Banking System, Inc.	05/08/2024	Management	4	Elect Director Eric S. Forrest	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/08/2024	Management	5	Elect Director Peggy Y. Fowler	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/08/2024	Management	6	Elect Director Randal L. Lund	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/08/2024	Management	7	Elect Director Luis F. Machuca	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/08/2024	Management	8	Elect Director S. Mae Fujita Numata	For	For	Against	Against	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/08/2024	Management	9	Elect Director Maria M. Pope	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/08/2024	Management	10	Elect Director John F. Schultz	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/08/2024	Management	11	Elect Director Elizabeth W. Seaton	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/08/2024	Management	12	Elect Director Clint E. Stein	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/08/2024	Management	13	Elect Director Hilliard C. Terry, III	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/08/2024	Management	14	Elect Director Anddria Varnado	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/08/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company made problematic payments in lieu of severance to an NEO without providing a rationale as to why the NEO would have been entitled to such severance benefits when the NEO continued employment.
Columbia Banking System, Inc.	05/08/2024	Management	16	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Columbia Banking System, Inc.	05/08/2024	Management	17	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Columbia Banking System, Inc.	05/08/2024	Management	18	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Comcast Corporation	06/10/2024	Management	1	Elect Director Kenneth J. Bacon	For	Withhold	Withhold	Withhold	WITHHOLD votes for Kenneth Bacon and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/10/2024	Management	2	Elect Director Thomas J. Baltimore, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Bacon and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/10/2024	Management	3	Elect Director Madeline S. Bell	For	Withhold	Withhold	Withhold	WITHHOLD votes for Kenneth Bacon and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/10/2024	Management	4	Elect Director Louise F. Brady	For	For	For	For	WITHHOLD votes for Kenneth Bacon and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Comcast Corporation	06/10/2024	Management	5	Elect Director Edward D. Breen	For	For	For	For	WITHHOLD votes for Kenneth Bacon and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/10/2024	Management	6	Elect Director Jeffrey A. Honickman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Kenneth Bacon and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/10/2024	Management	7	Elect Director Wonya Y. Lucas	For	For	For	For	WITHHOLD votes for Kenneth Bacon and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/10/2024	Management	8	Elect Director Asuka Nakahara	For	For	For	For	WITHHOLD votes for Kenneth Bacon and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Comcast Corporation	06/10/2024	Management	9	Elect Director David C. Novak	For	For	For	For	WITHHOLD votes for Kenneth Bacon and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/10/2024	Management	10	Elect Director Brian L. Roberts	For	For	For	For	WITHHOLD votes for Kenneth Bacon and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/10/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Comcast Corporation	06/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Comcast Corporation	06/10/2024	Shareholder	13	Report on Congruency of Political Spending with Company Stated Values	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the company's congruence of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
Comerica Incorporated	04/23/2024	Management	1	Elect Director Arthur G. Angulo	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	2	Elect Director Nancy Avila	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	3	Elect Director Roger A. Cregg	For	For	Against	Against	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	4	Elect Director Curtis C. Farmer	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Comerica Incorporated	04/23/2024	Management	5	Elect Director M. Alan Gardner	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	6	Elect Director Derek J. Kerr	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	7	Elect Director Richard G. Lindner	For	For	Against	Against	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	8	Elect Director Jennifer H. Sampson	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	9	Elect Director Barbara R. Smith	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	10	Elect Director Robert S. Taubman	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	11	Elect Director Nina G. Vaca	For	For	Against	Against	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	12	Elect Director Michael G. Van De Ven	For	For	For	For	Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca) and Richard Lindner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/23/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Comerica Incorporated	04/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision. In addition, an inordinate amount of aggregate perquisites were provided to the CEO.
Comerica Incorporated	04/23/2024	Management	15	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Commerce Bancshares, Inc.	04/17/2024	Management	1	Elect Director Terry D. Bassham	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kemper, Terry Bassham and Jonathan Kemper are warranted for lack of a majority independent board. WITHHOLD votes for Terry Bassham are also warranted for serving as a non-independent member of a key board committee.
Commerce Bancshares, Inc.	04/17/2024	Management	2	Elect Director John W. Kemper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kemper, Terry Bassham and Jonathan Kemper are warranted for lack of a majority independent board. WITHHOLD votes for Terry Bassham are also warranted for serving as a non-independent member of a key board committee.
Commerce Bancshares, Inc.	04/17/2024	Management	3	Elect Director Jonathan M. Kemper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kemper, Terry Bassham and Jonathan Kemper are warranted for lack of a majority independent board. WITHHOLD votes for Terry Bassham are also warranted for serving as a non-independent member of a key board committee.
Commerce Bancshares, Inc.	04/17/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Commerce Bancshares, Inc.	04/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
Concentrix Corporation	03/21/2024	Management	1	Elect Director Chris Caldwell	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	2	Elect Director Teh-Chien Chou	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	3	Elect Director LaVerne H. Council	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	4	Elect Director Jennifer Deason	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	5	Elect Director Olivier Duha	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	6	Elect Director Nicolas Gheysens	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	7	Elect Director Kathryn Hayley	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	8	Elect Director Kathryn Marinello	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	9	Elect Director Dennis Polk	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	10	Elect Director Ann Vezina	For	For	For	For	A vote FOR the director nominees is warranted.
Concentrix Corporation	03/21/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Concentrix Corporation	03/21/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
ConocoPhillips	05/14/2024	Management	1	Elect Director Dennis V. Arriola	For	For	For	For	Votes AGAINST Robert Niblock and Gay Huey Evans are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ConocoPhillips	05/14/2024	Management	2	Elect Director Gay Huey Evans	For	For	Against	Against	Votes AGAINST Robert Niblock and Gay Huey Evans are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/14/2024	Management	3	Elect Director Jeffrey A. Joerres	For	For	For	For	Votes AGAINST Robert Niblock and Gay Huey Evans are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/14/2024	Management	4	Elect Director Ryan M. Lance	For	For	For	For	Votes AGAINST Robert Niblock and Gay Huey Evans are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/14/2024	Management	5	Elect Director Timothy A. Leach	For	For	For	For	Votes AGAINST Robert Niblock and Gay Huey Evans are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/14/2024	Management	6	Elect Director William H. McRaven	For	For	For	For	Votes AGAINST Robert Niblock and Gay Huey Evans are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/14/2024	Management	7	Elect Director Sharmila Mulligan	For	For	For	For	Votes AGAINST Robert Niblock and Gay Huey Evans are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/14/2024	Management	8	Elect Director Eric D. Mullins	For	For	For	For	Votes AGAINST Robert Niblock and Gay Huey Evans are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/14/2024	Management	9	Elect Director Arjun N. Murti	For	For	For	For	Votes AGAINST Robert Niblock and Gay Huey Evans are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/14/2024	Management	10	Elect Director Robert A. Niblock	For	For	Against	Against	Votes AGAINST Robert Niblock and Gay Huey Evans are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/14/2024	Management	11	Elect Director David T. Seaton	For	For	For	For	Votes AGAINST Robert Niblock and Gay Huey Evans are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/14/2024	Management	12	Elect Director R.A. Walker	For	For	For	For	Votes AGAINST Robert Niblock and Gay Huey Evans are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ConocoPhillips	05/14/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ConocoPhillips	05/14/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
ConocoPhillips	05/14/2024	Shareholder	15	Reduce Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
ConocoPhillips	05/14/2024	Shareholder	16	Revisit Pay Incentives for GHG Emission Reductions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because it is usually the prerogative of the board to choose the appropriate executive compensation metrics.
Consolidated Edison, Inc.	05/20/2024	Management	1	Elect Director Timothy P. Cawley	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/20/2024	Management	2	Elect Director Ellen V. Futter	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/20/2024	Management	3	Elect Director John F. Killian	For	For	Against	Against	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/20/2024	Management	4	Elect Director Karol V. Mason	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/20/2024	Management	5	Elect Director Dwight A. McBride	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/20/2024	Management	6	Elect Director William J. Mulrow	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/20/2024	Management	7	Elect Director Armando J. Olivera	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/20/2024	Management	8	Elect Director Michael W. Ranger	For	For	Against	Against	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Consolidated Edison, Inc.	05/20/2024	Management	9	Elect Director Linda S. Sanford	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/20/2024	Management	10	Elect Director Deirdre Stanley	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/20/2024	Management	11	Elect Director L. Frederick Sutherland	For	For	Against	Against	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/20/2024	Management	12	Elect Director Catherine Zoi	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/20/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Consolidated Edison, Inc.	05/20/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Consolidated Edison, Inc.	05/20/2024	Management	15	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable employer contribution, and has reasonable limits on employee contributions.
Constellation Energy Corporation	04/30/2024	Management	1	Elect Director Bradley M. Halverson	For	For	For	For	A vote FOR all director nominees is warranted.
Constellation Energy Corporation	04/30/2024	Management	2	Elect Director Charles L. Harrington	For	For	For	For	A vote FOR all director nominees is warranted.
Constellation Energy Corporation	04/30/2024	Management	3	Elect Director Dhiaa M. Jamil	For	For	For	For	A vote FOR all director nominees is warranted.
Constellation Energy Corporation	04/30/2024	Management	4	Elect Director Nneka Rimmer	For	For	For	For	A vote FOR all director nominees is warranted.
Constellation Energy Corporation	04/30/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Constellation Energy Corporation	04/30/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Core & Main, Inc.	06/26/2024	Management	1	Elect Director Robert M. Buck	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Robert Buck and Kathleen Mazzarella given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee James Castellano is warranted.
Core & Main, Inc.	06/26/2024	Management	2	Elect Director James G. Castellano	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Robert Buck and Kathleen Mazzarella given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee James Castellano is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Core & Main, Inc.	06/26/2024	Management	3	Elect Director Kathleen M. Mazzarella	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Robert Buck and Kathleen Mazzarella given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee James Castellano is warranted.
Core & Main, Inc.	06/26/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Core & Main, Inc.	06/26/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided tax gross-up payment for the CEO's life insurance perquisite. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Corning Incorporated	05/02/2024	Management	1	Elect Director Leslie A. Brun	For	For	For	For	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	05/02/2024	Management	2	Elect Director Stephanie A. Burns	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	05/02/2024	Management	3	Elect Director Pamela J. Craig	For	For	For	For	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Corning Incorporated	05/02/2024	Management	4	Elect Director Robert F. Cummings, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	05/02/2024	Management	5	Elect Director Roger W. Ferguson, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	05/02/2024	Management	6	Elect Director Thomas D. French	For	For	For	For	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	05/02/2024	Management	7	Elect Director Deborah A. Henretta	For	For	For	For	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	05/02/2024	Management	8	Elect Director Daniel P. Huttenlocher	For	For	For	For	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Corning Incorporated	05/02/2024	Management	9	Elect Director Kurt M. Landgraf	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	05/02/2024	Management	10	Elect Director Kevin J. Martin	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	05/02/2024	Management	11	Elect Director Deborah D. Rieman	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	05/02/2024	Management	12	Elect Director Hansel E. Tookes, II	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	05/02/2024	Management	13	Elect Director Wendell P. Weeks	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Corning Incorporated	05/02/2024	Management	14	Elect Director Mark S. Wrighton	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Kevin Martin, Deborah Rieman, and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	05/02/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Corning Incorporated	05/02/2024	Management	16	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Corpay, Inc.	06/06/2024	Management	1	Elect Director Annabelle Bexiga	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corpay, Inc.	06/06/2024	Management	2	Elect Director Ronald F. Clarke	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corpay, Inc.	06/06/2024	Management	3	Elect Director Joseph W. Farrelly	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corpay, Inc.	06/06/2024	Management	4	Elect Director Rahul Gupta	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corpay, Inc.	06/06/2024	Management	5	Elect Director Thomas M. Hagerty	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corpay, Inc.	06/06/2024	Management	6	Elect Director Archie L. Jones, Jr.	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corpay, Inc.	06/06/2024	Management	7	Elect Director Richard Macchia	For	For	Against	Against	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corpay, Inc.	06/06/2024	Management	8	Elect Director Hala G. Modellmog	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Corpay, Inc.	06/06/2024	Management	9	Elect Director Jeffrey S. Sloan	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corpay, Inc.	06/06/2024	Management	10	Elect Director Steven T. Stull	For	For	Against	Against	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corpay, Inc.	06/06/2024	Management	11	Elect Director Gerald Throop	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corpay, Inc.	06/06/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Corpay, Inc.	06/06/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Corpay, Inc.	06/06/2024	Shareholder	14	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Corteva, Inc.	04/26/2024	Management	1	Elect Director Lamberto Andreotti	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/26/2024	Management	2	Elect Director Klaus A. Engel	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/26/2024	Management	3	Elect Director David C. Everitt	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/26/2024	Management	4	Elect Director Janet P. Giesselman	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/26/2024	Management	5	Elect Director Karen H. Grimes	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/26/2024	Management	6	Elect Director Michael O. Johanns	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/26/2024	Management	7	Elect Director Rebecca B. Liebert	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/26/2024	Management	8	Elect Director Marcos M. Lutz	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/26/2024	Management	9	Elect Director Charles V. Magro	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/26/2024	Management	10	Elect Director Nayaki R. Nayyar	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/26/2024	Management	11	Elect Director Gregory R. Page	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/26/2024	Management	12	Elect Director Kerry J. Preete	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/26/2024	Management	13	Elect Director Patrick J. Ward	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/26/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Corteva, Inc.	04/26/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Corteva, Inc.	04/26/2024	Management	16	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
CoStar Group, Inc.	06/06/2024	Management	1	Elect Director Michael R. Klein	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, John Hill and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, John Hill and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/06/2024	Management	2	Elect Director Andrew C. Florance	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, John Hill and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, John Hill and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/06/2024	Management	3	Elect Director Angelique G. Brunner	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, John Hill and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, John Hill and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/06/2024	Management	4	Elect Director John W. Hill	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, John Hill and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, John Hill and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/06/2024	Management	5	Elect Director Laura Cox Kaplan	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, John Hill and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, John Hill and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CoStar Group, Inc.	06/06/2024	Management	6	Elect Director Robert W. Musslewhite	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, John Hill and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, John Hill and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/06/2024	Management	7	Elect Director Christopher J. Nassetta	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, John Hill and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, John Hill and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/06/2024	Management	8	Elect Director Louise S. Sams	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, John Hill and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, John Hill and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/06/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CoStar Group, Inc.	06/06/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Costco Wholesale Corporation	01/18/2024	Management	1	Elect Director Susan L. Decker	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, Ron Vachris, Susan (Sue) Decker, Richard Galanti, W. Craig Jelinek and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/18/2024	Management	2	Elect Director Kenneth D. Denman	For	For	For	For	Votes AGAINST non-independent nominees Hamilton James, Ron Vachris, Susan (Sue) Decker, Richard Galanti, W. Craig Jelinek and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Costco Wholesale Corporation	01/18/2024	Management	3	Elect Director Helena B. Foulkes	For	For	For	For	Votes AGAINST non-independent nominees Hamilton James, Ron Vachris, Susan (Sue) Decker, Richard Galanti, W. Craig Jelinek and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/18/2024	Management	4	Elect Director Richard A. Galanti	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, Ron Vachris, Susan (Sue) Decker, Richard Galanti, W. Craig Jelinek and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/18/2024	Management	5	Elect Director Hamilton E. James	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, Ron Vachris, Susan (Sue) Decker, Richard Galanti, W. Craig Jelinek and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/18/2024	Management	6	Elect Director W. Craig Jelinek	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, Ron Vachris, Susan (Sue) Decker, Richard Galanti, W. Craig Jelinek and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/18/2024	Management	7	Elect Director Sally Jewell	For	For	For	For	Votes AGAINST non-independent nominees Hamilton James, Ron Vachris, Susan (Sue) Decker, Richard Galanti, W. Craig Jelinek and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Costco Wholesale Corporation	01/18/2024	Management	8	Elect Director Jeffrey S. Raikes	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, Ron Vachris, Susan (Sue) Decker, Richard Galanti, W. Craig Jelinek and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/18/2024	Management	9	Elect Director John W. Stanton	For	For	For	For	Votes AGAINST non-independent nominees Hamilton James, Ron Vachris, Susan (Sue) Decker, Richard Galanti, W. Craig Jelinek and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/18/2024	Management	10	Elect Director Ron M. Vachris	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, Ron Vachris, Susan (Sue) Decker, Richard Galanti, W. Craig Jelinek and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/18/2024	Management	11	Elect Director Mary Agnes (Maggie) Wilderotter	For	For	For	For	Votes AGAINST non-independent nominees Hamilton James, Ron Vachris, Susan (Sue) Decker, Richard Galanti, W. Craig Jelinek and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/18/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Costco Wholesale Corporation	01/18/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Costco Wholesale Corporation	01/18/2024	Shareholder	14	Issue Audited Report on Fiduciary Relevance of Decarbonization Goal	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides shareholders with sufficient information on how it assesses the costs and opportunities associated with its climate goals.
Coterra Energy Inc.	05/01/2024	Management	1	Elect Director Dorothy M. Ables	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/01/2024	Management	2	Elect Director Robert S. Boswell	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/01/2024	Management	3	Elect Director Amanda M. Brock	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/01/2024	Management	4	Elect Director Dan O. Dinges	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/01/2024	Management	5	Elect Director Paul N. Eckley	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coterra Energy Inc.	05/01/2024	Management	6	Elect Director Hans Helmerich	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/01/2024	Management	7	Elect Director Thomas E. Jorden	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/01/2024	Management	8	Elect Director Lisa A. Stewart	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/01/2024	Management	9	Elect Director Frances M. Vallejo	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/01/2024	Management	10	Elect Director Marcus A. Watts	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/01/2024	Management	11	Amend Certificate of Incorporation to Reflect Delaware Law Provisions Regarding Officer Exculpation and to Make Certain Non-substantive Updates	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Coterra Energy Inc.	05/01/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Coterra Energy Inc.	05/01/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Coupang, Inc.	06/13/2024	Management	1	Elect Director Bom Kim	For	Against	Against	Against	Votes AGAINST Neil Mehta and Benjamin Sun are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Ambereen Toubassy, Benjamin Sun and Jason Child are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. Votes AGAINST Governance Committee chair Kevin Warsh are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws which adversely impacts shareholder rights. Votes AGAINST Governance Committee members Neil Mehta, Benjamin Sun, and Kevin Warsh are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST Bom Kim are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Pedro Henrique Cavallieri Franceschi is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coupang, Inc.	06/13/2024	Management	2	Elect Director Neil Mehta	For	Against	Against	Against	<p>Votes AGAINST Neil Mehta and Benjamin Sun are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Ambereen Toubassy, Benjamin Sun and Jason Child are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. Votes AGAINST Governance Committee chair Kevin Warsh are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws which adversely impacts shareholder rights. Votes AGAINST Governance Committee members Neil Mehta, Benjamin Sun, and Kevin Warsh are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST Bom Kim are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Pedro Henrique Cavallieri Franceschi is warranted.</p>
Coupang, Inc.	06/13/2024	Management	3	Elect Director Jason Child	For	For	Against	Against	<p>Votes AGAINST Neil Mehta and Benjamin Sun are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Ambereen Toubassy, Benjamin Sun and Jason Child are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. Votes AGAINST Governance Committee chair Kevin Warsh are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws which adversely impacts shareholder rights. Votes AGAINST Governance Committee members Neil Mehta, Benjamin Sun, and Kevin Warsh are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST Bom Kim are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Pedro Henrique Cavallieri Franceschi is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coupang, Inc.	06/13/2024	Management	4	Elect Director Pedro Franceschi	For	For	For	For	Votes AGAINST Neil Mehta and Benjamin Sun are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Ambereen Toubassy, Benjamin Sun and Jason Child are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. Votes AGAINST Governance Committee chair Kevin Warsh are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws which adversely impacts shareholder rights. Votes AGAINST Governance Committee members Neil Mehta, Benjamin Sun, and Kevin Warsh are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST Bom Kim are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Pedro Henrique Cavallieri Franceschi is warranted.
Coupang, Inc.	06/13/2024	Management	5	Elect Director Benjamin Sun	For	Against	Against	Against	Votes AGAINST Neil Mehta and Benjamin Sun are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Ambereen Toubassy, Benjamin Sun and Jason Child are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. Votes AGAINST Governance Committee chair Kevin Warsh are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws which adversely impacts shareholder rights. Votes AGAINST Governance Committee members Neil Mehta, Benjamin Sun, and Kevin Warsh are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST Bom Kim are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Pedro Henrique Cavallieri Franceschi is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coupang, Inc.	06/13/2024	Management	6	Elect Director Ambereen Toubassy	For	For	Against	Against	Votes AGAINST Neil Mehta and Benjamin Sun are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Ambereen Toubassy, Benjamin Sun and Jason Child are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. Votes AGAINST Governance Committee chair Kevin Warsh are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws which adversely impacts shareholder rights. Votes AGAINST Governance Committee members Neil Mehta, Benjamin Sun, and Kevin Warsh are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST Bom Kim are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Pedro Henrique Cavallieri Franceschi is warranted.
Coupang, Inc.	06/13/2024	Management	7	Elect Director Kevin Warsh	For	Against	Against	Against	Votes AGAINST Neil Mehta and Benjamin Sun are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Ambereen Toubassy, Benjamin Sun and Jason Child are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. Votes AGAINST Governance Committee chair Kevin Warsh are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws which adversely impacts shareholder rights. Votes AGAINST Governance Committee members Neil Mehta, Benjamin Sun, and Kevin Warsh are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST Bom Kim are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Pedro Henrique Cavallieri Franceschi is warranted.
Coupang, Inc.	06/13/2024	Management	8	Ratify Samil PricewaterhouseCoopers as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coupang, Inc.	06/13/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO inordinate amounts of financial planning perquisites and aggregate perquisites. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company does not disclose any pre-set metrics and goals for the other NEOs' bonus and equity awards.
Cousins Properties Incorporated	04/23/2024	Management	1	Elect Director Charles T. Cannada	For	For	For	For	A vote AGAINST Lillian Giornelli is warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/23/2024	Management	2	Elect Director Robert M. Chapman	For	For	For	For	A vote AGAINST Lillian Giornelli is warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/23/2024	Management	3	Elect Director M. Colin Connolly	For	For	For	For	A vote AGAINST Lillian Giornelli is warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/23/2024	Management	4	Elect Director Scott W. Fordham	For	For	For	For	A vote AGAINST Lillian Giornelli is warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/23/2024	Management	5	Elect Director Lillian C. Giornelli	For	For	Against	Against	A vote AGAINST Lillian Giornelli is warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/23/2024	Management	6	Elect Director R. Kent Griffin, Jr.	For	For	For	For	A vote AGAINST Lillian Giornelli is warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/23/2024	Management	7	Elect Director Donna W. Hyland	For	For	For	For	A vote AGAINST Lillian Giornelli is warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/23/2024	Management	8	Elect Director Dionne Nelson	For	For	For	For	A vote AGAINST Lillian Giornelli is warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/23/2024	Management	9	Elect Director R. Dary Stone	For	For	For	For	A vote AGAINST Lillian Giornelli is warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Cousins Properties Incorporated	04/23/2024	Management	11	Ratify Deloitte & Touche, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crane Company	04/22/2024	Management	1	Elect Director Martin R. Benante	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	2	Elect Director Sanjay Kapoor	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	3	Elect Director Ronald C. Lindsay	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	4	Elect Director Ellen McClain	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	5	Elect Director Charles G. McClure, Jr.	For	For	For	For	A vote FOR the proposed director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Crane Company	04/22/2024	Management	6	Elect Director Max H. Mitchell	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	7	Elect Director Jennifer M. Pollino	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	8	Elect Director John S. Stroup	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	9	Elect Director James L. L. Tullis	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Crane Company	04/22/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crane Company	04/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Crane Company	04/22/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Credit Acceptance Corporation	06/05/2024	Management	1	Elect Director Kenneth S. Booth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Tryforos, Glenda Flanagan and Scott Vassalluzzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Credit Acceptance Corporation	06/05/2024	Management	2	Elect Director Glenda J. Flanagan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Tryforos, Glenda Flanagan and Scott Vassalluzzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Credit Acceptance Corporation	06/05/2024	Management	3	Elect Director Vinayak R. Hegde	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Tryforos, Glenda Flanagan and Scott Vassalluzzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Credit Acceptance Corporation	06/05/2024	Management	4	Elect Director Sean E. Quinn	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Tryforos, Glenda Flanagan and Scott Vassalluzzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Credit Acceptance Corporation	06/05/2024	Management	5	Elect Director Thomas N. Tryforos	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Tryforos, Glenda Flanagan and Scott Vassalluzzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Credit Acceptance Corporation	06/05/2024	Management	6	Elect Director Scott J. Vassalluzzo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Tryforos, Glenda Flanagan and Scott Vassalluzzo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Credit Acceptance Corporation	06/05/2024	Management	7	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 11.34 percent is reasonable.
Credit Acceptance Corporation	06/05/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Credit Acceptance Corporation	06/05/2024	Management	9	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crocs, Inc.	06/04/2024	Management	1	Elect Director Ronald L. Frasch	For	For	Withhold	Withhold	WITHHOLD votes for Ronald (Ron) Frasch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crocs, Inc.	06/04/2024	Management	2	Elect Director Andrew Rees	For	For	For	For	WITHHOLD votes for Ronald (Ron) Frasch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crocs, Inc.	06/04/2024	Management	3	Elect Director Charisse Ford Hughes	For	For	For	For	WITHHOLD votes for Ronald (Ron) Frasch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crocs, Inc.	06/04/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crocs, Inc.	06/04/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CrowdStrike Holdings, Inc.	06/18/2024	Management	1	Elect Director Roxanne S. Austin	For	For	For	For	WITHHOLD votes for Gerhard Watzinger are also warranted for serving as a non-independent member of a key board committee. Finally, WITHHOLD votes are warranted for Governance Committee member Gerhard Watzinger given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority and "pop-up" supermajority vote requirements to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CrowdStrike Holdings, Inc.	06/18/2024	Management	2	Elect Director Sameer K. Gandhi	For	For	For	For	WITHHOLD votes for Gerhard Watzinger are also warranted for serving as a non-independent member of a key board committee. Finally, WITHHOLD votes are warranted for Governance Committee member Gerhard Watzinger given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority and "pop-up" supermajority vote requirements to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CrowdStrike Holdings, Inc.	06/18/2024	Management	3	Elect Director Gerhard Watzinger	For	Withhold	Withhold	Withhold	WITHHOLD votes for Gerhard Watzinger are also warranted for serving as a non-independent member of a key board committee. Finally, WITHHOLD votes are warranted for Governance Committee member Gerhard Watzinger given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority and "pop-up" supermajority vote requirements to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CrowdStrike Holdings, Inc.	06/18/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CrowdStrike Holdings, Inc.	06/18/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Crown Castle Inc.	05/22/2024	Management	3	Elect Management Nominee Director P. Robert Bartolo	For	For	For	For	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Crown Castle Inc.	05/22/2024	Management	4	Elect Management Nominee Director Cindy Christy	For	For	For	For	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.
Crown Castle Inc.	05/22/2024	Management	5	Elect Management Nominee Director Ari Q. Fitzgerald	For	For	For	For	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.
Crown Castle Inc.	05/22/2024	Management	6	Elect Management Nominee Director Jason Genrich	For	For	For	For	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.
Crown Castle Inc.	05/22/2024	Management	7	Elect Management Nominee Director Andrea J. Goldsmith	For	For	For	For	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.
Crown Castle Inc.	05/22/2024	Management	8	Elect Management Nominee Director Tammy K. Jones	For	For	For	For	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.
Crown Castle Inc.	05/22/2024	Management	9	Elect Management Nominee Director Kevin T. Kabat	For	For	For	For	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.
Crown Castle Inc.	05/22/2024	Management	10	Elect Management Nominee Director Anthony J. Melone	For	For	For	For	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Crown Castle Inc.	05/22/2024	Management	11	Elect Management Nominee Director Sunit S. Patel	For	For	For	For	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.
Crown Castle Inc.	05/22/2024	Management	12	Elect Management Nominee Director Bradley E. Singer	For	For	For	For	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.
Crown Castle Inc.	05/22/2024	Management	13	Elect Management Nominee Director Kevin A. Stephens	For	For	For	For	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.
Crown Castle Inc.	05/22/2024	Management	14	Elect Management Nominee Director Matthew Thornton, III	For	For	For	For	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.
Crown Castle Inc.	05/22/2024	Shareholder	15	Elect Dissident Nominee Director Charles Campbell Green, III	Withhold	Withhold	Withhold	Withhold	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.
Crown Castle Inc.	05/22/2024	Shareholder	16	Elect Dissident Nominee Director Theodore B. Miller, Jr.	Withhold	Withhold	Withhold	Withhold	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.
Crown Castle Inc.	05/22/2024	Shareholder	17	Elect Dissident Nominee Director Tripp H. Rice	Withhold	Withhold	Withhold	Withhold	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Crown Castle Inc.	05/22/2024	Shareholder	18	Elect Dissident Nominee Director David P. Wheeler	Withhold	Withhold	Withhold	Withhold	As there is no case for incremental change at this juncture following the recent turnover at the board, the hiring of the permanent CEO, and the formation of the fiber review committee, shareholders are recommended to vote FOR all management nominees. WITHHOLD votes are warranted for dissident nominees Green, Miller, Rice, and Wheeler.
Crown Castle Inc.	05/22/2024	Management	19	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crown Castle Inc.	05/22/2024	Management	20	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Crown Castle Inc.	05/22/2024	Shareholder	21	Repeal Any Bylaw Provisions Without Shareholder Approval Subsequent to December 19, 2023	Against	Against	Against	Against	As the dissident has failed to articulate a compelling case for change, a vote AGAINST this item is warranted.
Crown Castle Inc.	05/22/2024	Shareholder	25	Elect Dissident Nominee Director Charles Campbell Green, III	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Shareholder	26	Elect Dissident Nominee Director Theodore B. Miller, Jr.	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Shareholder	27	Elect Dissident Nominee Director Tripp H. Rice	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Shareholder	28	Elect Dissident Nominee Director David P. Wheeler	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Management	30	Elect Management Nominee Director P. Robert Bartolo	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Management	31	Elect Management Nominee Director Cindy Christy	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Management	32	Elect Management Nominee Director Ari Q. Fitzgerald	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Management	33	Elect Management Nominee Director Kevin T. Kabat	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Management	35	Elect Management Nominee Director Jason Genrich	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Management	36	Elect Management Nominee Director Andrea J. Goldsmith	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Management	37	Elect Management Nominee Director Tammy K. Jones	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Management	38	Elect Management Nominee Director Anthony J. Melone	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Management	39	Elect Management Nominee Director Sunit S. Patel	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Management	40	Elect Management Nominee Director Bradley E. Singer	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Management	41	Elect Management Nominee Director Kevin A. Stephens	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Management	42	Elect Management Nominee Director Matthew Thornton, III	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Crown Castle Inc.	05/22/2024	Management	43	Ratify PricewaterhouseCoopers LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Management	44	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Castle Inc.	05/22/2024	Shareholder	45	Repeal Any Bylaw Provisions Without Shareholder Approval Subsequent to December 19, 2023	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Crown Holdings, Inc.	05/02/2024	Management	1	Elect Director Timothy J. Donahue	For	For	For	For	WITHHOLD votes for James Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	05/02/2024	Management	2	Elect Director Richard H. Fearon	For	For	For	For	WITHHOLD votes for James Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	05/02/2024	Management	3	Elect Director Andrea J. Funk	For	For	For	For	WITHHOLD votes for James Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	05/02/2024	Management	4	Elect Director Stephen J. Hagge	For	For	For	For	WITHHOLD votes for James Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	05/02/2024	Management	5	Elect Director James H. Miller	For	For	Withhold	Withhold	WITHHOLD votes for James Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	05/02/2024	Management	6	Elect Director B. Craig Owens	For	For	For	For	WITHHOLD votes for James Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	05/02/2024	Management	7	Elect Director Angela M. Snyder	For	For	For	For	WITHHOLD votes for James Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	05/02/2024	Management	8	Elect Director Caesar F. Sweitzer	For	For	For	For	WITHHOLD votes for James Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	05/02/2024	Management	9	Elect Director Marsha C. Williams	For	For	For	For	WITHHOLD votes for James Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	05/02/2024	Management	10	Elect Director Dwayne A. Wilson	For	For	For	For	WITHHOLD votes for James Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	05/02/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crown Holdings, Inc.	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Crown Holdings, Inc.	05/02/2024	Management	13	Establish Range For Board Size	For	For	For	For	A vote FOR this proposal is warranted as the proposed change does not appear motivated by a desire to entrench management.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Crown Holdings, Inc.	05/02/2024	Shareholder	14	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's political contributions could help shareholders more comprehensively evaluate the company's management of related risks and benefits.
CSX Corporation	05/08/2024	Management	1	Elect Director Donna M. Alvarado	For	For	Against	Against	Votes AGAINST Donna Alvarado, Steven Halverson, and J. Steven Whisler are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/08/2024	Management	2	Elect Director Thomas P. Bostick	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson, and J. Steven Whisler are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/08/2024	Management	3	Elect Director Anne H. Chow	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson, and J. Steven Whisler are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/08/2024	Management	4	Elect Director Steven T. Halverson	For	For	Against	Against	Votes AGAINST Donna Alvarado, Steven Halverson, and J. Steven Whisler are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/08/2024	Management	5	Elect Director Paul C. Hilal	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson, and J. Steven Whisler are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/08/2024	Management	6	Elect Director Joseph R. Hinrichs	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson, and J. Steven Whisler are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CSX Corporation	05/08/2024	Management	7	Elect Director David M. Moffett	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson, and J. Steven Whisler are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/08/2024	Management	8	Elect Director Linda H. Riefler	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson, and J. Steven Whisler are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/08/2024	Management	9	Elect Director Suzanne M. Vautrinot	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson, and J. Steven Whisler are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/08/2024	Management	10	Elect Director James L. Wainscott	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson, and J. Steven Whisler are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/08/2024	Management	11	Elect Director J. Steven Whisler	For	For	Against	Against	Votes AGAINST Donna Alvarado, Steven Halverson, and J. Steven Whisler are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/08/2024	Management	12	Elect Director John J. Zillmer	For	For	Against	Against	Votes AGAINST Donna Alvarado, Steven Halverson, and J. Steven Whisler are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/08/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CSX Corporation	05/08/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CSX Corporation	05/08/2024	Shareholder	15	Establish Railroad Safety Committee	Against	Against	For	For	A vote FOR this resolution is warranted because: * By establishing a dedicated Railroad Safety Committee, the company will have a centralized device to continue, ensure, and promote its social and safety policies and initiatives; * The creation of such committee can aid the company to demonstrate its commitment to ethical business practices and to better inform board decision making on related risks, especially safety issues; * The adoption of this resolution would serve to further strengthen the company's railroad safety measures that could facilitate the company to reduce the likelihood of derailments and promote safeguard to communities along its routes; and * The establishment of Railroad Safety Committee would serve to enhance the company's long-term value, workforce protection, and customer service.
CubeSmart	05/21/2024	Management	1	Elect Director Piero Bussani	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deborah Salzberg, Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/21/2024	Management	2	Elect Director Jit Kee Chin	For	For	For	For	WITHHOLD votes for non-independent nominees Deborah Salzberg, Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/21/2024	Management	3	Elect Director Dorothy Dowling	For	For	For	For	WITHHOLD votes for non-independent nominees Deborah Salzberg, Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CubeSmart	05/21/2024	Management	4	Elect Director John W. Fain	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deborah Salzberg, Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/21/2024	Management	5	Elect Director Jair K. Lynch	For	For	For	For	WITHHOLD votes for non-independent nominees Deborah Salzberg, Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/21/2024	Management	6	Elect Director Christopher P. Marr	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deborah Salzberg, Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/21/2024	Management	7	Elect Director Deborah R. Salzberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deborah Salzberg, Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/21/2024	Management	8	Elect Director John F. Remondi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deborah Salzberg, Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CubeSmart	05/21/2024	Management	9	Elect Director Jeffrey F. Rogatz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deborah Salzberg, Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/21/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
CubeSmart	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	1	Elect Director Carlos Alvarez *Withdrawn Resolution*					
Cullen/Frost Bankers, Inc.	04/24/2024	Management	2	Elect Director Hope Andrade	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	3	Elect Director Chris M. Avery	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	4	Elect Director Anthony ("Tony") R. Chase	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	5	Elect Director Cynthia J. Comparin	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	6	Elect Director Samuel G. Dawson	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	7	Elect Director Crawford H. Edwards	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	8	Elect Director Phillip D. Green	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cullen/Frost Bankers, Inc.	04/24/2024	Management	9	Elect Director David J. Haemisegger	For	For	Against	Against	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	10	Elect Director Charles W. Matthews	For	For	Against	Against	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	11	Elect Director Joseph A. Pierce	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	12	Elect Director Linda B. Rutherford	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	13	Elect Director Jack Willome	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive amount of security-related benefits to the CEO.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	15	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cullen/Frost Bankers, Inc.	04/24/2024	Management	16	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cummins Inc.	05/14/2024	Management	1	Elect Director Jennifer W. Rumsey	For	For	For	For	Votes AGAINST Robert Bernhard and William Miller are warranted for serving as non-independent members of a key board committee. Cautionary votes FOR lead independent director Thomas Lynch are warranted in light of CMI's proposed regulatory settlement to resolve allegations that CMI violated the Clean Air Act, the financial and reputational cost of which will be borne by shareholders, and that robust independent board oversight in a heightened regulatory environment will be critical for creating and sustaining long-term shareholder value. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cummins Inc.	05/14/2024	Management	2	Elect Director Gary L. Belske	For	For	For	For	Votes AGAINST Robert Bernhard and William Miller are warranted for serving as non-independent members of a key board committee. Cautionary votes FOR lead independent director Thomas Lynch are warranted in light of CMI's proposed regulatory settlement to resolve allegations that CMI violated the Clean Air Act, the financial and reputational cost of which will be borne by shareholders, and that robust independent board oversight in a heightened regulatory environment will be critical for creating and sustaining long-term shareholder value. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/14/2024	Management	3	Elect Director Robert J. Bernhard	For	For	Against	Against	Votes AGAINST Robert Bernhard and William Miller are warranted for serving as non-independent members of a key board committee. Cautionary votes FOR lead independent director Thomas Lynch are warranted in light of CMI's proposed regulatory settlement to resolve allegations that CMI violated the Clean Air Act, the financial and reputational cost of which will be borne by shareholders, and that robust independent board oversight in a heightened regulatory environment will be critical for creating and sustaining long-term shareholder value. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/14/2024	Management	4	Elect Director Bruno V. Di Leo Allen	For	For	For	For	Votes AGAINST Robert Bernhard and William Miller are warranted for serving as non-independent members of a key board committee. Cautionary votes FOR lead independent director Thomas Lynch are warranted in light of CMI's proposed regulatory settlement to resolve allegations that CMI violated the Clean Air Act, the financial and reputational cost of which will be borne by shareholders, and that robust independent board oversight in a heightened regulatory environment will be critical for creating and sustaining long-term shareholder value. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/14/2024	Management	5	Elect Director Daniel W. Fisher	For	For	For	For	Votes AGAINST Robert Bernhard and William Miller are warranted for serving as non-independent members of a key board committee. Cautionary votes FOR lead independent director Thomas Lynch are warranted in light of CMI's proposed regulatory settlement to resolve allegations that CMI violated the Clean Air Act, the financial and reputational cost of which will be borne by shareholders, and that robust independent board oversight in a heightened regulatory environment will be critical for creating and sustaining long-term shareholder value. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cummins Inc.	05/14/2024	Management	6	Elect Director Carla A. Harris	For	For	For	For	Votes AGAINST Robert Bernhard and William Miller are warranted for serving as non-independent members of a key board committee. Cautionary votes FOR lead independent director Thomas Lynch are warranted in light of CMI's proposed regulatory settlement to resolve allegations that CMI violated the Clean Air Act, the financial and reputational cost of which will be borne by shareholders, and that robust independent board oversight in a heightened regulatory environment will be critical for creating and sustaining long-term shareholder value. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/14/2024	Management	7	Elect Director Thomas J. Lynch	For	For	For	For	Votes AGAINST Robert Bernhard and William Miller are warranted for serving as non-independent members of a key board committee. Cautionary votes FOR lead independent director Thomas Lynch are warranted in light of CMI's proposed regulatory settlement to resolve allegations that CMI violated the Clean Air Act, the financial and reputational cost of which will be borne by shareholders, and that robust independent board oversight in a heightened regulatory environment will be critical for creating and sustaining long-term shareholder value. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/14/2024	Management	8	Elect Director William I. Miller	For	For	Against	Against	Votes AGAINST Robert Bernhard and William Miller are warranted for serving as non-independent members of a key board committee. Cautionary votes FOR lead independent director Thomas Lynch are warranted in light of CMI's proposed regulatory settlement to resolve allegations that CMI violated the Clean Air Act, the financial and reputational cost of which will be borne by shareholders, and that robust independent board oversight in a heightened regulatory environment will be critical for creating and sustaining long-term shareholder value. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/14/2024	Management	9	Elect Director Kimberly A. Nelson	For	For	For	For	Votes AGAINST Robert Bernhard and William Miller are warranted for serving as non-independent members of a key board committee. Cautionary votes FOR lead independent director Thomas Lynch are warranted in light of CMI's proposed regulatory settlement to resolve allegations that CMI violated the Clean Air Act, the financial and reputational cost of which will be borne by shareholders, and that robust independent board oversight in a heightened regulatory environment will be critical for creating and sustaining long-term shareholder value. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cummins Inc.	05/14/2024	Management	10	Elect Director Karen H. Quintos	For	For	For	For	Votes AGAINST Robert Bernhard and William Miller are warranted for serving as non-independent members of a key board committee. Cautionary votes FOR lead independent director Thomas Lynch are warranted in light of CMI's proposed regulatory settlement to resolve allegations that CMI violated the Clean Air Act, the financial and reputational cost of which will be borne by shareholders, and that robust independent board oversight in a heightened regulatory environment will be critical for creating and sustaining long-term shareholder value. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/14/2024	Management	11	Elect Director John H. Stone	For	For	For	For	Votes AGAINST Robert Bernhard and William Miller are warranted for serving as non-independent members of a key board committee. Cautionary votes FOR lead independent director Thomas Lynch are warranted in light of CMI's proposed regulatory settlement to resolve allegations that CMI violated the Clean Air Act, the financial and reputational cost of which will be borne by shareholders, and that robust independent board oversight in a heightened regulatory environment will be critical for creating and sustaining long-term shareholder value. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/14/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Cummins Inc.	05/14/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cummins Inc.	05/14/2024	Shareholder	14	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.
Cummins Inc.	05/14/2024	Shareholder	15	Disclose Plan to Link Executive Compensation to GHG Emissions Reduction Goals	Against	Against	For	For	A vote FOR this proposal is warranted. Incorporating climate-related performance measures, including GHG emissions reduction goals, as a broader component of senior executive pay setting decision-making would serve to further incentivize executives to ensure that company performance on environmental, social and sustainability considerations, alongside financial factors, is appropriately aligned with management's interests, the firm's stated commitments to sustainability, and long-term corporate strategy.
Curtiss-Wright Corporation	05/02/2024	Management	1	Elect Director Lynn M. Bamford	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Curtiss-Wright Corporation	05/02/2024	Management	2	Elect Director Dean M. Flatt	For	For	Withhold	Withhold	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	3	Elect Director Bruce D. Hoechner	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	4	Elect Director Glenda J. Minor	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	5	Elect Director Anthony J. Moraco	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	6	Elect Director William F. Moran	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	7	Elect Director Robert J. Rivet	For	For	Withhold	Withhold	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	8	Elect Director Peter C. Wallace	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	9	Elect Director Larry D. Wyche	For	For	For	For	WITHHOLD votes for Robert Rivet and Dean Flatt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/02/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Curtiss-Wright Corporation	05/02/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Curtiss-Wright Corporation	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted because: * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company provided the CEO inordinate amounts of auto-related perquisites and financial planning perquisites.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CVS Health Corporation	05/16/2024	Management	1	Elect Director Fernando Aguirre	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/16/2024	Management	2	Elect Director Jeffrey R. Balsler	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/16/2024	Management	3	Elect Director C. David Brown, II	For	For	Against	Against	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/16/2024	Management	4	Elect Director Alecia A. DeCoudreaux	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/16/2024	Management	5	Elect Director Nancy-Ann M. DeParle	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/16/2024	Management	6	Elect Director Roger N. Farah	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/16/2024	Management	7	Elect Director Anne M. Finucane	For	For	Against	Against	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/16/2024	Management	8	Elect Director J. Scott Kirby	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/16/2024	Management	9	Elect Director Karen S. Lynch	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/16/2024	Management	10	Elect Director Michael F. Mahoney	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/16/2024	Management	11	Elect Director Jean-Pierre Millon	For	For	Against	Against	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CVS Health Corporation	05/16/2024	Management	12	Elect Director Mary L. Schapiro	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/16/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CVS Health Corporation	05/16/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
CVS Health Corporation	05/16/2024	Management	15	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
CVS Health Corporation	05/16/2024	Shareholder	16	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining Rights	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.
CVS Health Corporation	05/16/2024	Shareholder	17	Adopt Director Election Resignation Bylaw	Against	Against	Against	Against	A vote AGAINST the proposal is warranted, as there are no recurring issues regarding failed director elections at the company that would suggest the proposed policy is needed.
CVS Health Corporation	05/16/2024	Shareholder	18	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
CVS Health Corporation	05/16/2024	Shareholder	19	Adopt Policy to Require Director Allocation of Hours Disclosure	Against	Against	Against	Against	A vote AGAINST this proposal is warranted given that CVS discloses detailed requirements and procedures that directors must follow in order to join another private or public board, and there are no concerns with overboarding at CVS.
D.R. Horton, Inc.	01/17/2024	Management	1	Elect Director Donald R. Horton	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Horton, Paul Romanowski, Bradley (Brad) Anderson, David Auld and Michael Buchanan are warranted for lack of a majority independent board. Votes AGAINST Bradley (Brad) Anderson and Michael Buchanan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/17/2024	Management	2	Elect Director Barbara K. Allen	For	For	For	For	Votes AGAINST non-independent nominees Donald Horton, Paul Romanowski, Bradley (Brad) Anderson, David Auld and Michael Buchanan are warranted for lack of a majority independent board. Votes AGAINST Bradley (Brad) Anderson and Michael Buchanan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
D.R. Horton, Inc.	01/17/2024	Management	3	Elect Director Brad S. Anderson	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Horton, Paul Romanowski, Bradley (Brad) Anderson, David Auld and Michael Buchanan are warranted for lack of a majority independent board. Votes AGAINST Bradley (Brad) Anderson and Michael Buchanan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/17/2024	Management	4	Elect Director David V. Auld	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Horton, Paul Romanowski, Bradley (Brad) Anderson, David Auld and Michael Buchanan are warranted for lack of a majority independent board. Votes AGAINST Bradley (Brad) Anderson and Michael Buchanan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/17/2024	Management	5	Elect Director Michael R. Buchanan	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Horton, Paul Romanowski, Bradley (Brad) Anderson, David Auld and Michael Buchanan are warranted for lack of a majority independent board. Votes AGAINST Bradley (Brad) Anderson and Michael Buchanan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/17/2024	Management	6	Elect Director Benjamin S. Carson, Sr.	For	For	For	For	Votes AGAINST non-independent nominees Donald Horton, Paul Romanowski, Bradley (Brad) Anderson, David Auld and Michael Buchanan are warranted for lack of a majority independent board. Votes AGAINST Bradley (Brad) Anderson and Michael Buchanan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/17/2024	Management	7	Elect Director Maribess L. Miller	For	For	For	For	Votes AGAINST non-independent nominees Donald Horton, Paul Romanowski, Bradley (Brad) Anderson, David Auld and Michael Buchanan are warranted for lack of a majority independent board. Votes AGAINST Bradley (Brad) Anderson and Michael Buchanan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/17/2024	Management	8	Elect Director Paul J. Romanowski	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Horton, Paul Romanowski, Bradley (Brad) Anderson, David Auld and Michael Buchanan are warranted for lack of a majority independent board. Votes AGAINST Bradley (Brad) Anderson and Michael Buchanan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/17/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
D.R. Horton, Inc.	01/17/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
D.R. Horton, Inc.	01/17/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
D.R. Horton, Inc.	01/17/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Danaher Corporation	05/07/2024	Management	1	Elect Director Rainer M. Blair	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters, and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/07/2024	Management	2	Elect Director Feroz Dewan	For	For	For	For	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters, and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/07/2024	Management	3	Elect Director Linda Filler	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters, and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Danaher Corporation	05/07/2024	Management	4	Elect Director Teri List	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters, and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/07/2024	Management	5	Elect Director Jessica L. Mega	For	For	For	For	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters, and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/07/2024	Management	6	Elect Director Mitchell P. Rales	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters, and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Danaher Corporation	05/07/2024	Management	7	Elect Director Steven M. Rales	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters, and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/07/2024	Management	8	Elect Director Pardis C. Sabeti	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters, and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/07/2024	Management	9	Elect Director A. Shane Sanders	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters, and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Danaher Corporation	05/07/2024	Management	10	Elect Director John T. Schwieters	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters, and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/07/2024	Management	11	Elect Director Alan G. Spoon	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters, and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/07/2024	Management	12	Elect Director Raymond C. Stevens	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters, and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Danaher Corporation	05/07/2024	Management	13	Elect Director Elias A. Zerhouni	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters, and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/07/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Danaher Corporation	05/07/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Danaher Corporation	05/07/2024	Shareholder	16	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent to 15 percent would improve shareholders' ability to use the special meeting right and no single shareholder would be able to act unilaterally to call a special meeting at the proposed threshold.
Danaher Corporation	05/07/2024	Shareholder	17	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	Against	Against	For	For	A vote FOR this proposal is warranted, as reporting quantitative, comparable diversity data would allow shareholders to better assess the effectiveness of the company's diversity, equity, and inclusion efforts and management of related risks.
Darling Ingredients Inc.	05/07/2024	Management	1	Elect Director Randall C. Stuewe	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	2	Elect Director Charles Adair	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	3	Elect Director Beth Albright	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	4	Elect Director Larry A. Barden	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	5	Elect Director Celeste A. Clark	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	6	Elect Director Linda Goodspeed	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	7	Elect Director Enderson Guimaraes	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	8	Elect Director Gary W. Mize	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	9	Elect Director Michael E. Rescoe	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	10	Elect Director Kurt Stoffel	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/07/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Darling Ingredients Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Darling Ingredients Inc.	05/07/2024	Management	13	Amend Certificate of Incorporation to Include Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Darling Ingredients Inc.	05/07/2024	Management	14	Amend Charter	For	For	For	For	A vote FOR this item is warranted as, on balance, the proposed amendments to the company's charter do not appear to adversely impact shareholder rights.
Datadog, Inc.	06/05/2024	Management	1	Elect Director Alexis Le-Quoc	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Callahan and Alexis Le-Quoc are warranted for lack of a majority independent board. WITHHOLD votes for Michael Callahan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Alexis Le-Quoc and Michael Callahan are also warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights.
Datadog, Inc.	06/05/2024	Management	2	Elect Director Michael Callahan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Callahan and Alexis Le-Quoc are warranted for lack of a majority independent board. WITHHOLD votes for Michael Callahan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Alexis Le-Quoc and Michael Callahan are also warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board structure, each of which adversely impacts shareholder rights.
Datadog, Inc.	06/05/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Datadog, Inc.	06/05/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DaVita Inc.	06/06/2024	Management	1	Elect Director Pamela M. Arway	For	For	Against	Against	Votes AGAINST Pamela Arway and Charles (Chuck) Berg are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2024	Management	2	Elect Director Charles G. Berg	For	For	Against	Against	Votes AGAINST Pamela Arway and Charles (Chuck) Berg are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2024	Management	3	Elect Director Barbara J. Desoer	For	For	For	For	Votes AGAINST Pamela Arway and Charles (Chuck) Berg are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DaVita Inc.	06/06/2024	Management	4	Elect Director Jason M. Hollar	For	For	For	For	Votes AGAINST Pamela Arway and Charles (Chuck) Berg are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2024	Management	5	Elect Director Gregory J. Moore	For	For	For	For	Votes AGAINST Pamela Arway and Charles (Chuck) Berg are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2024	Management	6	Elect Director Dennis W. Pullin	For	For	For	For	Votes AGAINST Pamela Arway and Charles (Chuck) Berg are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2024	Management	7	Elect Director Javier J. Rodriguez	For	For	For	For	Votes AGAINST Pamela Arway and Charles (Chuck) Berg are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2024	Management	8	Elect Director Adam H. Schechter	For	For	For	For	Votes AGAINST Pamela Arway and Charles (Chuck) Berg are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2024	Management	9	Elect Director Wendy L. Schoppert	For	For	For	For	Votes AGAINST Pamela Arway and Charles (Chuck) Berg are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2024	Management	10	Elect Director Phyllis R. Yale	For	For	For	For	Votes AGAINST Pamela Arway and Charles (Chuck) Berg are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DaVita Inc.	06/06/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and personal/ home security perquisites to the CEO, as well as an excessive amount of total perquisite compensation.
Dayforce, Inc.	04/26/2024	Management	1	Elect Director Brent B. Bickett	For	For	For	For	A vote FOR the director nominees is warranted.
Dayforce, Inc.	04/26/2024	Management	2	Elect Director Ronald F. Clarke	For	For	For	For	A vote FOR the director nominees is warranted.
Dayforce, Inc.	04/26/2024	Management	3	Elect Director Deborah A. Farrington	For	For	For	For	A vote FOR the director nominees is warranted.
Dayforce, Inc.	04/26/2024	Management	4	Elect Director Thomas M. Hagerty	For	For	For	For	A vote FOR the director nominees is warranted.
Dayforce, Inc.	04/26/2024	Management	5	Elect Director Linda P. Mantia	For	For	For	For	A vote FOR the director nominees is warranted.
Dayforce, Inc.	04/26/2024	Management	6	Elect Director David D. Ossip	For	For	For	For	A vote FOR the director nominees is warranted.
Dayforce, Inc.	04/26/2024	Management	7	Elect Director Ganesh B. Rao	For	For	For	For	A vote FOR the director nominees is warranted.
Dayforce, Inc.	04/26/2024	Management	8	Elect Director Andrea S. Rosen	For	For	For	For	A vote FOR the director nominees is warranted.
Dayforce, Inc.	04/26/2024	Management	9	Elect Director Gerald C. Throop	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dayforce, Inc.	04/26/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Dayforce, Inc.	04/26/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Deere & Company	02/28/2024	Management	1	Elect Director Leanne G. Caret	For	For	For	For	Votes AGAINST Sherry Smith and Clayton Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/28/2024	Management	2	Elect Director Tamra A. Erwin	For	For	For	For	Votes AGAINST Sherry Smith and Clayton Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/28/2024	Management	3	Elect Director Alan C. Heuberger	For	For	For	For	Votes AGAINST Sherry Smith and Clayton Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/28/2024	Management	4	Elect Director L. Neil Hunn	For	For	For	For	Votes AGAINST Sherry Smith and Clayton Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/28/2024	Management	5	Elect Director Michael O. Johanns	For	For	For	For	Votes AGAINST Sherry Smith and Clayton Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/28/2024	Management	6	Elect Director Clayton M. Jones	For	For	Against	Against	Votes AGAINST Sherry Smith and Clayton Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/28/2024	Management	7	Elect Director John C. May	For	For	For	For	Votes AGAINST Sherry Smith and Clayton Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/28/2024	Management	8	Elect Director Gregory R. Page	For	For	For	For	Votes AGAINST Sherry Smith and Clayton Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/28/2024	Management	9	Elect Director Sherry M. Smith	For	For	Against	Against	Votes AGAINST Sherry Smith and Clayton Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/28/2024	Management	10	Elect Director Dmitri L. Stockton	For	For	For	For	Votes AGAINST Sherry Smith and Clayton Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Deere & Company	02/28/2024	Management	11	Elect Director Sheila G. Talton	For	For	For	For	Votes AGAINST Sherry Smith and Clayton Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/28/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Deere & Company	02/28/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Deere & Company	02/28/2024	Shareholder	14	Report on GHG Reduction Policies and Their Impact on Revenue Generation	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company appears to provide shareholders with sufficient information on how its GHG emissions reductions ambitions are part of its strategy to improve its financial prospects in the future.
Deere & Company	02/28/2024	Shareholder	15	Civil Rights and Non-Discrimination Audit Proposal	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company's current policies and disclosures provide adequate information for shareholders to determine whether its employee programs and training materials are having a reverse discrimination effect.
Deere & Company	02/28/2024	Shareholder	16	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR the proposal is warranted. While current severance arrangements are reasonable, the company does not disclose a policy prohibiting additional cash severance payments beyond a certain level or a mechanism that would require shareholder approval in order for excessive cash severance to be payable. The requested policy would ensure such shareholder protections.
Delta Air Lines, Inc.	06/20/2024	Management	1	Elect Director Edward H. Bastian	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/20/2024	Management	2	Elect Director Maria Black	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/20/2024	Management	3	Elect Director Willie CW Chiang	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/20/2024	Management	4	Elect Director Greg Creed	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/20/2024	Management	5	Elect Director David G. DeWalt	For	For	Against	Against	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Delta Air Lines, Inc.	06/20/2024	Management	6	Elect Director Leslie D. Hale	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/20/2024	Management	7	Elect Director Christopher A. Hazleton	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/20/2024	Management	8	Elect Director Michael P. Huerta	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/20/2024	Management	9	Elect Director Vasant M. Prabhu	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/20/2024	Management	10	Elect Director Sergio A. L. Rial	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/20/2024	Management	11	Elect Director David S. Taylor	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/20/2024	Management	12	Elect Director Kathy N. Waller	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/20/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Delta Air Lines, Inc.	06/20/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Delta Air Lines, Inc.	06/20/2024	Shareholder	15	Adopt a Policy Requiring Third Party Groups to Report Their Political Expenditures	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as it should be the ultimate decision of the board to oversee and manage any potential risks related to the company's third-party memberships.
Delta Air Lines, Inc.	06/20/2024	Shareholder	16	Adopt Policy to Not Interfere with Freedom of Association Rights	Against	For	For	For	A vote FOR this proposal is warranted, as a non-interference policy may benefit shareholders by improving the company's management of freedom of association and collective bargaining in its operations.
DENTSPLY SIRONA Inc.	05/22/2024	Management	1	Elect Director Simon D. Campion	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DENTSPLY SIRONA Inc.	05/22/2024	Management	2	Elect Director Willie A. Deese	For	For	Against	Against	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	3	Elect Director Brian T. Gladden	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	4	Elect Director Betsy D. Holden	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	5	Elect Director Clyde R. Hosein	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	6	Elect Director Gregory T. Lucier	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	7	Elect Director Jonathan J. Mazelsky	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	8	Elect Director Leslie F. Varon	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	9	Elect Director Janet S. Vergis	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	10	Elect Director Dorothea Wenzel	For	For	For	For	Votes AGAINST Willie Deese are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
DENTSPLY SIRONA Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
DENTSPLY SIRONA Inc.	05/22/2024	Management	13	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
DENTSPLY SIRONA Inc.	05/22/2024	Management	14	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Devon Energy Corporation.	06/05/2024	Management	1	Elect Director Barbara M. Baumann	For	For	For	For	WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Devon Energy Corporation.	06/05/2024	Management	2	Elect Director John E. Bethancourt	For	For	For	For	WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation.	06/05/2024	Management	3	Elect Director Ann G. Fox	For	For	For	For	WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation.	06/05/2024	Management	4	Elect Director Gennifer F. Kelly	For	For	For	For	WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation.	06/05/2024	Management	5	Elect Director Kelt Kindick	For	For	For	For	WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation.	06/05/2024	Management	6	Elect Director John Krenicki, Jr.	For	For	For	For	WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation.	06/05/2024	Management	7	Elect Director Karl F. Kurz	For	For	For	For	WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation.	06/05/2024	Management	8	Elect Director Michael N. Mears	For	For	For	For	WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation.	06/05/2024	Management	9	Elect Director Robert A. Mosbacher, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation.	06/05/2024	Management	10	Elect Director Richard E. Muncrief	For	For	For	For	WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation.	06/05/2024	Management	11	Elect Director Valerie M. Williams	For	For	For	For	WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation.	06/05/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Devon Energy Corporation.	06/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Devon Energy Corporation.	06/05/2024	Shareholder	14	Amend Bylaw regarding Stockholder Approval of Director Compensation	Against	Against	Against	Against	A vote AGAINST the proposal is warranted. The proponent's rationale is insufficient to justify the adoption of a potentially disruptive and overly prescriptive proposal regarding director compensation, particularly in the absence of director pay magnitude and structure concerns.
DexCom, Inc.	05/22/2024	Management	1	Elect Director Kevin R. Sayer	For	For	For	For	Votes AGAINST Nicholas (Nick) Augustinos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/22/2024	Management	2	Elect Director Steven R. Altman	For	For	For	For	Votes AGAINST Nicholas (Nick) Augustinos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/22/2024	Management	3	Elect Director Nicholas Augustinos	For	For	Against	Against	Votes AGAINST Nicholas (Nick) Augustinos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/22/2024	Management	4	Elect Director Richard A. Collins	For	For	For	For	Votes AGAINST Nicholas (Nick) Augustinos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/22/2024	Management	5	Elect Director Karen Dahut	For	For	For	For	Votes AGAINST Nicholas (Nick) Augustinos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/22/2024	Management	6	Elect Director Rimma Driscoll	For	For	For	For	Votes AGAINST Nicholas (Nick) Augustinos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/22/2024	Management	7	Elect Director Mark G. Foletta	For	For	For	For	Votes AGAINST Nicholas (Nick) Augustinos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/22/2024	Management	8	Elect Director Bridgette P. Heller	For	For	For	For	Votes AGAINST Nicholas (Nick) Augustinos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/22/2024	Management	9	Elect Director Kyle Malady	For	For	For	For	Votes AGAINST Nicholas (Nick) Augustinos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/22/2024	Management	10	Elect Director Eric J. Topol	For	For	For	For	Votes AGAINST Nicholas (Nick) Augustinos are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DexCom, Inc.	05/22/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DexCom, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
DexCom, Inc.	05/22/2024	Shareholder	13	Report on Median Gender/Racial Pay Gap	Against	For	For	For	Support FOR this resolution is warranted, as it would shareholders to better evaluate the effectiveness of the company's diversity, equity, and inclusion efforts.
DexCom, Inc.	05/22/2024	Shareholder	14	Report on Political Contributions	Against	For	For	For	A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's political expenditures.
Diamondback Energy, Inc.	04/26/2024	Management	1	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted, given the sound strategic rationale, expected cost synergies, and accretion to free cash flow.
Diamondback Energy, Inc.	04/26/2024	Management	2	Increase Authorized Common Stock	For	For	Against	Against	A vote AGAINST this proposal is warranted as the size of the proposed increase in authorized common shares is excessive.
Diamondback Energy, Inc.	04/26/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this transaction is warranted, as the underlying transaction (Item 1) merits support.
Diamondback Energy, Inc.	06/06/2024	Management	1	Elect Director Travis D. Stice	For	For	For	For	Votes AGAINST David Houston and Mark Plaumann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamondback Energy, Inc.	06/06/2024	Management	2	Elect Director Vincent "Vince" K. Brooks	For	For	For	For	Votes AGAINST David Houston and Mark Plaumann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamondback Energy, Inc.	06/06/2024	Management	3	Elect Director David L. Houston	For	For	Against	Against	Votes AGAINST David Houston and Mark Plaumann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamondback Energy, Inc.	06/06/2024	Management	4	Elect Director Rebecca A. Klein	For	For	For	For	Votes AGAINST David Houston and Mark Plaumann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamondback Energy, Inc.	06/06/2024	Management	5	Elect Director Stephanie K. Mains	For	For	For	For	Votes AGAINST David Houston and Mark Plaumann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamondback Energy, Inc.	06/06/2024	Management	6	Elect Director Mark L. Plaumann	For	For	Against	Against	Votes AGAINST David Houston and Mark Plaumann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamondback Energy, Inc.	06/06/2024	Management	7	Elect Director Melanie M. Trent	For	For	For	For	Votes AGAINST David Houston and Mark Plaumann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Diamondback Energy, Inc.	06/06/2024	Management	8	Elect Director Frank D. Tsuru	For	For	For	For	Votes AGAINST David Houston and Mark Plaumann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamondback Energy, Inc.	06/06/2024	Management	9	Elect Director Steven E. West	For	For	For	For	Votes AGAINST David Houston and Mark Plaumann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamondback Energy, Inc.	06/06/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Diamondback Energy, Inc.	06/06/2024	Management	11	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dick's Sporting Goods, Inc.	06/12/2024	Management	1	Elect Director Mark J. Barrenechea	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo, and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee nominees William Colombo, Anne Fink, Larry Fitzgerald Jr., Lawrence Schorr and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/12/2024	Management	2	Elect Director Emanuel Chirico	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo, and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee nominees William Colombo, Anne Fink, Larry Fitzgerald Jr., Lawrence Schorr and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dick's Sporting Goods, Inc.	06/12/2024	Management	3	Elect Director William J. Colombo	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo, and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee nominees William Colombo, Anne Fink, Larry Fitzgerald Jr., Lawrence Schorr and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/12/2024	Management	4	Elect Director Robert W. Eddy	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo, and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee nominees William Colombo, Anne Fink, Larry Fitzgerald Jr., Lawrence Schorr and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/12/2024	Management	5	Elect Director Anne Fink	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo, and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee nominees William Colombo, Anne Fink, Larry Fitzgerald Jr., Lawrence Schorr and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dick's Sporting Goods, Inc.	06/12/2024	Management	6	Elect Director Larry Fitzgerald, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo, and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee nominees William Colombo, Anne Fink, Larry Fitzgerald Jr., Lawrence Schorr and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/12/2024	Management	7	Elect Director Lauren R. Hobart	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo, and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee nominees William Colombo, Anne Fink, Larry Fitzgerald Jr., Lawrence Schorr and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/12/2024	Management	8	Elect Director Sandeep Mathrani	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo, and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee nominees William Colombo, Anne Fink, Larry Fitzgerald Jr., Lawrence Schorr and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dick's Sporting Goods, Inc.	06/12/2024	Management	9	Elect Director Desiree Ralls-Morrison	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo, and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee nominees William Colombo, Anne Fink, Larry Fitzgerald Jr., Lawrence Schorr and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/12/2024	Management	10	Elect Director Lawrence J. Schorr	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo, and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee nominees William Colombo, Anne Fink, Larry Fitzgerald Jr., Lawrence Schorr and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/12/2024	Management	11	Elect Director Edward W. Stack	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo, and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee nominees William Colombo, Anne Fink, Larry Fitzgerald Jr., Lawrence Schorr and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dick's Sporting Goods, Inc.	06/12/2024	Management	12	Elect Director Larry D. Stone	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo, and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee nominees William Colombo, Anne Fink, Larry Fitzgerald Jr., Lawrence Schorr and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Dick's Sporting Goods, Inc.	06/12/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dick's Sporting Goods, Inc.	06/12/2024	Shareholder	15	Adopt a Policy to Annually Disclose EEO-1 Report	Against	For	For	For	A vote FOR this resolution is warranted, as additional diversity-related disclosure would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
Dick's Sporting Goods, Inc.	06/12/2024	Shareholder	16	Amend Bylaw Waiving Business Judgement Rule	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. Given the unusual nature of the proposal, it appears the amendment would potentially limit the board's ability to fully exercise its management authority, which is prohibited under Delaware law. In addition, it is the legal opinion of the company's counsel that the proposed amendment would likely cause the company to violate Delaware law in several respects, including breaching its fiduciary duties to shareholders.
Digital Realty Trust, Inc.	06/07/2024	Management	1	Elect Director VeraLinn "Dash" Jamieson	For	For	For	For	Votes AGAINST Kevin Kennedy and William LaPerch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Digital Realty Trust, Inc.	06/07/2024	Management	2	Elect Director Kevin J. Kennedy	For	For	Against	Against	Votes AGAINST Kevin Kennedy and William LaPerch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Digital Realty Trust, Inc.	06/07/2024	Management	3	Elect Director William G. LaPerch	For	For	Against	Against	Votes AGAINST Kevin Kennedy and William LaPerch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Digital Realty Trust, Inc.	06/07/2024	Management	4	Elect Director Jean F.H.P. Mandeville	For	For	For	For	Votes AGAINST Kevin Kennedy and William LaPerch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Digital Realty Trust, Inc.	06/07/2024	Management	5	Elect Director Afshin Mohebbi	For	For	For	For	Votes AGAINST Kevin Kennedy and William LaPerch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Digital Realty Trust, Inc.	06/07/2024	Management	6	Elect Director Mark R. Patterson	For	For	For	For	Votes AGAINST Kevin Kennedy and William LaPerch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Digital Realty Trust, Inc.	06/07/2024	Management	7	Elect Director Mary Hogan Preusse	For	For	For	For	Votes AGAINST Kevin Kennedy and William LaPerch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Digital Realty Trust, Inc.	06/07/2024	Management	8	Elect Director Andrew P. Power	For	For	For	For	Votes AGAINST Kevin Kennedy and William LaPerch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Digital Realty Trust, Inc.	06/07/2024	Management	9	Elect Director Susan Swanezy	For	For	For	For	Votes AGAINST Kevin Kennedy and William LaPerch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Digital Realty Trust, Inc.	06/07/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Digital Realty Trust, Inc.	06/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Discover Financial Services	05/09/2024	Management	1	Elect Director Candace H. Duncan	For	For	For	For	Vote AGAINST non-independent director nominees Thomas Maheras and J. Michael Shepherd are warranted due to the company's failure to disclose the members of the compensation committee. Michael Rhodes resigned from the company as CEO and director and his nomination was withdrawn. The Public Fund Advisory Services recommendation is NONE. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/09/2024	Management	2	Elect Director Joseph F. Eazor	For	For	For	For	Vote AGAINST non-independent director nominees Thomas Maheras and J. Michael Shepherd are warranted due to the company's failure to disclose the members of the compensation committee. Michael Rhodes resigned from the company as CEO and director and his nomination was withdrawn. The Public Fund Advisory Services recommendation is NONE. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Discover Financial Services	05/09/2024	Management	3	Elect Director Kathy L. Lonowski	For	For	For	For	Vote AGAINST non-independent director nominees Thomas Maheras and J. Michael Shepherd are warranted due to the company's failure to disclose the members of the compensation committee. Michael Rhodes resigned from the company as CEO and director and his nomination was withdrawn. The Public Fund Advisory Services recommendation is NONE. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/09/2024	Management	4	Elect Director Thomas G. Maheras	For	For	Against	Against	Vote AGAINST non-independent director nominees Thomas Maheras and J. Michael Shepherd are warranted due to the company's failure to disclose the members of the compensation committee. Michael Rhodes resigned from the company as CEO and director and his nomination was withdrawn. The Public Fund Advisory Services recommendation is NONE. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/09/2024	Management	5	Elect Director Daniela O'Leary-Gill	For	For	For	For	Vote AGAINST non-independent director nominees Thomas Maheras and J. Michael Shepherd are warranted due to the company's failure to disclose the members of the compensation committee. Michael Rhodes resigned from the company as CEO and director and his nomination was withdrawn. The Public Fund Advisory Services recommendation is NONE. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/09/2024	Management	6	Elect Director John B. Owen	For	For	For	For	Vote AGAINST non-independent director nominees Thomas Maheras and J. Michael Shepherd are warranted due to the company's failure to disclose the members of the compensation committee. Michael Rhodes resigned from the company as CEO and director and his nomination was withdrawn. The Public Fund Advisory Services recommendation is NONE. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/09/2024	Management	7	Elect Director David L. Rawlinson, II	For	For	For	For	Vote AGAINST non-independent director nominees Thomas Maheras and J. Michael Shepherd are warranted due to the company's failure to disclose the members of the compensation committee. Michael Rhodes resigned from the company as CEO and director and his nomination was withdrawn. The Public Fund Advisory Services recommendation is NONE. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/09/2024	Management	8	Elect Director Michael G. Rhodes *Withdrawn Resolution*					

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Discover Financial Services	05/09/2024	Management	9	Elect Director J. Michael Shepherd	For	For	Against	Against	Vote AGAINST non-independent director nominees Thomas Maheras and J. Michael Shepherd are warranted due to the company's failure to disclose the members of the compensation committee. Michael Rhodes resigned from the company as CEO and director and his nomination was withdrawn. The Public Fund Advisory Services recommendation is NONE. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/09/2024	Management	10	Elect Director Beverley A. Sibblies	For	For	For	For	Vote AGAINST non-independent director nominees Thomas Maheras and J. Michael Shepherd are warranted due to the company's failure to disclose the members of the compensation committee. Michael Rhodes resigned from the company as CEO and director and his nomination was withdrawn. The Public Fund Advisory Services recommendation is NONE. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/09/2024	Management	11	Elect Director Jennifer L. Wong	For	For	For	For	Vote AGAINST non-independent director nominees Thomas Maheras and J. Michael Shepherd are warranted due to the company's failure to disclose the members of the compensation committee. Michael Rhodes resigned from the company as CEO and director and his nomination was withdrawn. The Public Fund Advisory Services recommendation is NONE. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Discover Financial Services	05/09/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Docusign, Inc.	05/29/2024	Management	1	Elect Director Enrique Salem	For	For	For	For	Votes AGAINST Peter (Pete) Solvik are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Governance Committee member Peter (Pete) Solvik are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Docusign, Inc.	05/29/2024	Management	2	Elect Director Peter Solvik	For	Against	Against	Against	Votes AGAINST Peter (Pete) Solvik are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Governance Committee member Peter (Pete) Solvik are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Docusign, Inc.	05/29/2024	Management	3	Elect Director Maggie Wilderotter	For	For	For	For	Votes AGAINST Peter (Pete) Solvik are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Governance Committee member Peter (Pete) Solvik are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Docusign, Inc.	05/29/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Docusign, Inc.	05/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Docusign, Inc.	05/29/2024	Shareholder	6	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	Against	For	For	For	A vote FOR this resolution is warranted, as reporting quantitative and comparable diversity statistics would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
Dollar General Corporation	05/29/2024	Management	1	Elect Director Warren F. Bryant	For	For	Against	Against	Votes AGAINST Warren Bryant and Patricia Fili-Krushel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/29/2024	Management	2	Elect Director Michael M. Calbert	For	For	For	For	Votes AGAINST Warren Bryant and Patricia Fili-Krushel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/29/2024	Management	3	Elect Director Ana M. Chadwick	For	For	For	For	Votes AGAINST Warren Bryant and Patricia Fili-Krushel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/29/2024	Management	4	Elect Director Patricia D. Fili-Krushel	For	For	Against	Against	Votes AGAINST Warren Bryant and Patricia Fili-Krushel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dollar General Corporation	05/29/2024	Management	5	Elect Director Timothy I. McGuire	For	For	For	For	Votes AGAINST Warren Bryant and Patricia Fili-Krushel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/29/2024	Management	6	Elect Director David P. Rowland	For	For	For	For	Votes AGAINST Warren Bryant and Patricia Fili-Krushel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/29/2024	Management	7	Elect Director Debra A. Sandler	For	For	For	For	Votes AGAINST Warren Bryant and Patricia Fili-Krushel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/29/2024	Management	8	Elect Director Ralph E. Santana	For	For	For	For	Votes AGAINST Warren Bryant and Patricia Fili-Krushel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/29/2024	Management	9	Elect Director Todd J. Vasos	For	For	For	For	Votes AGAINST Warren Bryant and Patricia Fili-Krushel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/29/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Dollar General Corporation	05/29/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dollar General Corporation	05/29/2024	Shareholder	12	Amend Clawback Policy	Against	Against	For	For	A vote FOR this proposal is warranted as additional disclosure on the company's recoupment of incentive pay to any NEO due to conduct or negligence would benefit shareholders.
Dollar Tree, Inc.	06/20/2024	Management	1	Elect Director Richard W. Dreiling	For	For	For	For	A vote FOR the director nominees is warranted.
Dollar Tree, Inc.	06/20/2024	Management	2	Elect Director Cheryl W. Grise	For	For	For	For	A vote FOR the director nominees is warranted.
Dollar Tree, Inc.	06/20/2024	Management	3	Elect Director Daniel J. Heinrich	For	For	For	For	A vote FOR the director nominees is warranted.
Dollar Tree, Inc.	06/20/2024	Management	4	Elect Director Paul C. Hilal	For	For	For	For	A vote FOR the director nominees is warranted.
Dollar Tree, Inc.	06/20/2024	Management	5	Elect Director Edward J. Kelly, III	For	For	For	For	A vote FOR the director nominees is warranted.
Dollar Tree, Inc.	06/20/2024	Management	6	Elect Director Mary A. Laschinger	For	For	For	For	A vote FOR the director nominees is warranted.
Dollar Tree, Inc.	06/20/2024	Management	7	Elect Director Jeffrey G. Naylor	For	For	For	For	A vote FOR the director nominees is warranted.
Dollar Tree, Inc.	06/20/2024	Management	8	Elect Director Winnie Y. Park	For	For	For	For	A vote FOR the director nominees is warranted.
Dollar Tree, Inc.	06/20/2024	Management	9	Elect Director Diane E. Randolph	For	For	For	For	A vote FOR the director nominees is warranted.
Dollar Tree, Inc.	06/20/2024	Management	10	Elect Director Bertram L. Scott	For	For	For	For	A vote FOR the director nominees is warranted.
Dollar Tree, Inc.	06/20/2024	Management	11	Elect Director Stephanie P. Stahl	For	For	For	For	A vote FOR the director nominees is warranted.
Dollar Tree, Inc.	06/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Dollar Tree, Inc.	06/20/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dollar Tree, Inc.	06/20/2024	Shareholder	14	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Dominion Energy, Inc.	05/07/2024	Management	1	Elect Director James A. Bennett	For	For	For	For	Votes AGAINST Robert Spilman Jr., Mark Kington and Pamela Royal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Pamela Royal are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/07/2024	Management	2	Elect Director Robert M. Blue	For	For	For	For	Votes AGAINST Robert Spilman Jr., Mark Kington and Pamela Royal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Pamela Royal are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/07/2024	Management	3	Elect Director Paul M. Dabbar	For	For	For	For	Votes AGAINST Robert Spilman Jr., Mark Kington and Pamela Royal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Pamela Royal are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/07/2024	Management	4	Elect Director D. Maybank Hagood	For	For	For	For	Votes AGAINST Robert Spilman Jr., Mark Kington and Pamela Royal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Pamela Royal are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/07/2024	Management	5	Elect Director Mark J. Kington	For	For	Against	Against	Votes AGAINST Robert Spilman Jr., Mark Kington and Pamela Royal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Pamela Royal are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dominion Energy, Inc.	05/07/2024	Management	6	Elect Director Kristin G. Lovejoy	For	For	For	For	Votes AGAINST Robert Spilman Jr., Mark Kington and Pamela Royal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Pamela Royal are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/07/2024	Management	7	Elect Director Joseph M. Rigby	For	For	For	For	Votes AGAINST Robert Spilman Jr., Mark Kington and Pamela Royal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Pamela Royal are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/07/2024	Management	8	Elect Director Pamela J. Royal	For	For	Against	Against	Votes AGAINST Robert Spilman Jr., Mark Kington and Pamela Royal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Pamela Royal are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/07/2024	Management	9	Elect Director Robert H. Spilman, Jr.	For	For	Against	Against	Votes AGAINST Robert Spilman Jr., Mark Kington and Pamela Royal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Pamela Royal are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/07/2024	Management	10	Elect Director Susan N. Story	For	For	For	For	Votes AGAINST Robert Spilman Jr., Mark Kington and Pamela Royal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Pamela Royal are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/07/2024	Management	11	Elect Director Vanessa Allen Sutherland	For	For	For	For	Votes AGAINST Robert Spilman Jr., Mark Kington and Pamela Royal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Pamela Royal are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dominion Energy, Inc.	05/07/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dominion Energy, Inc.	05/07/2024	Management	14	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as there are no concerns regarding the features of the plan.
Dominion Energy, Inc.	05/07/2024	Shareholder	15	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Dominion Energy, Inc.	05/07/2024	Shareholder	16	Amend Certificate of Incorporation to Become a Public Benefit Corporation	Against	Against	For	For	A vote FOR this proposal is warranted as it would further strengthen the company's commitment to the environmental and social goals of the Business Roundtable statement on the purpose of a corporation, where corporations endeavor to benefit all stakeholders, including customers, employees, suppliers, communities, and shareholders.
Domino's Pizza, Inc.	04/25/2024	Management	1	Elect Director David A. Brandon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2024	Management	2	Elect Director C. Andrew Ballard	For	For	For	For	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2024	Management	3	Elect Director Andrew B. Balson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Domino's Pizza, Inc.	04/25/2024	Management	4	Elect Director Corie S. Barry	For	For	For	For	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2024	Management	5	Elect Director Diana F. Cantor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2024	Management	6	Elect Director Richard L. Federico	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2024	Management	7	Elect Director James A. Goldman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2024	Management	8	Elect Director Patricia E. Lopez	For	For	For	For	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Domino's Pizza, Inc.	04/25/2024	Management	9	Elect Director Russell J. Weiner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Domino's Pizza, Inc.	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Domino's Pizza, Inc.	04/25/2024	Shareholder	12	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
DoorDash, Inc.	06/20/2024	Management	1	Elect Director Elinor Mertz	For	Against	Against	Against	A vote AGAINST incumbent director nominees Tony Xu and Elinor (Ellie) Mertz is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the classified board structure, each of which adversely impacts shareholder rights. A vote AGAINST Tony Xu is also warranted as his ownership of supervoting shares and participation in a voting agreement provides him and his co-founders with voting power control of the company. A vote FOR director Ashley Still is warranted.
DoorDash, Inc.	06/20/2024	Management	2	Elect Director Ashley Still	For	For	For	For	A vote AGAINST incumbent director nominees Tony Xu and Elinor (Ellie) Mertz is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the classified board structure, each of which adversely impacts shareholder rights. A vote AGAINST Tony Xu is also warranted as his ownership of supervoting shares and participation in a voting agreement provides him and his co-founders with voting power control of the company. A vote FOR director Ashley Still is warranted.
DoorDash, Inc.	06/20/2024	Management	3	Elect Director Tony Xu	For	Against	Against	Against	A vote AGAINST incumbent director nominees Tony Xu and Elinor (Ellie) Mertz is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the classified board structure, each of which adversely impacts shareholder rights. A vote AGAINST Tony Xu is also warranted as his ownership of supervoting shares and participation in a voting agreement provides him and his co-founders with voting power control of the company. A vote FOR director Ashley Still is warranted.
DoorDash, Inc.	06/20/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DoorDash, Inc.	06/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
DoubleVerify Holdings, Inc.	05/23/2024	Management	1	Elect Director Sundeeep Jain	For	For	For	For	A vote FOR all director nominees is warranted.
DoubleVerify Holdings, Inc.	05/23/2024	Management	2	Elect Director Kelli Turner	For	For	For	For	A vote FOR all director nominees is warranted.
DoubleVerify Holdings, Inc.	05/23/2024	Management	3	Elect Director Scott Wagner	For	For	For	For	A vote FOR all director nominees is warranted.
DoubleVerify Holdings, Inc.	05/23/2024	Management	4	Elect Director Mark Zagorski	For	For	For	For	A vote FOR all director nominees is warranted.
DoubleVerify Holdings, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
DoubleVerify Holdings, Inc.	05/23/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Dover Corporation	05/03/2024	Management	1	Elect Director Deborah L. DeHaas	For	For	For	For	Votes AGAINST Michael (Mike) Johnston and Kristiane Graham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/03/2024	Management	2	Elect Director H. John Gilbertson, Jr.	For	For	For	For	Votes AGAINST Michael (Mike) Johnston and Kristiane Graham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/03/2024	Management	3	Elect Director Kristiane C. Graham	For	For	Against	Against	Votes AGAINST Michael (Mike) Johnston and Kristiane Graham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/03/2024	Management	4	Elect Director Marc A. Howze	For	For	For	For	Votes AGAINST Michael (Mike) Johnston and Kristiane Graham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/03/2024	Management	5	Elect Director Michael F. Johnston	For	For	Against	Against	Votes AGAINST Michael (Mike) Johnston and Kristiane Graham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/03/2024	Management	6	Elect Director Michael Manley	For	For	For	For	Votes AGAINST Michael (Mike) Johnston and Kristiane Graham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/03/2024	Management	7	Elect Director Danita K. Ostling	For	For	For	For	Votes AGAINST Michael (Mike) Johnston and Kristiane Graham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/03/2024	Management	8	Elect Director Eric A. Spiegel	For	For	For	For	Votes AGAINST Michael (Mike) Johnston and Kristiane Graham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dover Corporation	05/03/2024	Management	9	Elect Director Richard J. Tobin	For	For	For	For	Votes AGAINST Michael (Mike) Johnston and Kristiane Graham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/03/2024	Management	10	Elect Director Keith E. Wandell	For	For	For	For	Votes AGAINST Michael (Mike) Johnston and Kristiane Graham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/03/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dover Corporation	05/03/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Dover Corporation	05/03/2024	Management	13	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Dow Inc.	04/11/2024	Management	1	Elect Director Samuel R. Allen	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/11/2024	Management	2	Elect Director Gaurdie E. Banister, Jr.	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/11/2024	Management	3	Elect Director Wesley G. Bush	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/11/2024	Management	4	Elect Director Richard K. Davis	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/11/2024	Management	5	Elect Director Jerri DeVard	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/11/2024	Management	6	Elect Director Debra L. Dial	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/11/2024	Management	7	Elect Director Jeff M. Fettig	For	For	Against	Against	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/11/2024	Management	8	Elect Director Jim Fitterling	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/11/2024	Management	9	Elect Director Jacqueline C. Hinman	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dow Inc.	04/11/2024	Management	10	Elect Director Luis Alberto Moreno	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/11/2024	Management	11	Elect Director Jill S. Wyant	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/11/2024	Management	12	Elect Director Daniel W. Yohannes	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/11/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Dow Inc.	04/11/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dow Inc.	04/11/2024	Shareholder	15	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
Dow Inc.	04/11/2024	Shareholder	16	Commission Audited Report on Reduced Plastics Demand	Against	For	For	For	A vote FOR this proposal is warranted, as it would enable shareholders to more effectively evaluate the company's efforts to address a potential decrease in the demand for virgin plastics and its corresponding financial implications.
DraftKings Inc.	05/13/2024	Management	1	Elect Director Jason D. Robins	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Woodrow Levin, Valerie Mosley, and Marni Walden are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Robins are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Marni Walden, as governance committee chair, are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
DraftKings Inc.	05/13/2024	Management	2	Elect Director Harry Evans Sloan	For	For	For	For	WITHHOLD votes for governance committee members Woodrow Levin, Valerie Mosley, and Marni Walden are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Robins are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Marni Walden, as governance committee chair, are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DraftKings Inc.	05/13/2024	Management	3	Elect Director Matthew Kalish	For	For	For	For	WITHHOLD votes for governance committee members Woodrow Levin, Valerie Mosley, and Marni Walden are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Robins are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Marni Walden, as governance committee chair, are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
DraftKings Inc.	05/13/2024	Management	4	Elect Director Paul Liberman	For	For	For	For	WITHHOLD votes for governance committee members Woodrow Levin, Valerie Mosley, and Marni Walden are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Robins are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Marni Walden, as governance committee chair, are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
DraftKings Inc.	05/13/2024	Management	5	Elect Director Woodrow H. Levin	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Woodrow Levin, Valerie Mosley, and Marni Walden are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Robins are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Marni Walden, as governance committee chair, are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DraftKings Inc.	05/13/2024	Management	6	Elect Director Jocelyn Moore	For	For	For	For	WITHHOLD votes for governance committee members Woodrow Levin, Valerie Mosley, and Marni Walden are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Robins are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Marni Walden, as governance committee chair, are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
DraftKings Inc.	05/13/2024	Management	7	Elect Director Ryan R. Moore	For	For	For	For	WITHHOLD votes for governance committee members Woodrow Levin, Valerie Mosley, and Marni Walden are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Robins are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Marni Walden, as governance committee chair, are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
DraftKings Inc.	05/13/2024	Management	8	Elect Director Valerie Mosley	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Woodrow Levin, Valerie Mosley, and Marni Walden are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Robins are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Marni Walden, as governance committee chair, are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DraftKings Inc.	05/13/2024	Management	9	Elect Director Steven J. Murray	For	For	For	For	WITHHOLD votes for governance committee members Woodrow Levin, Valerie Mosley, and Marni Walden are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Robins are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Marni Walden, as governance committee chair, are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
DraftKings Inc.	05/13/2024	Management	10	Elect Director Marni M. Walden	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Woodrow Levin, Valerie Mosley, and Marni Walden are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Robins are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Marni Walden, as governance committee chair, are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
DraftKings Inc.	05/13/2024	Management	11	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DraftKings Inc.	05/13/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
DraftKings Inc.	05/13/2024	Shareholder	13	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as greater disclosure would allow shareholders to better evaluate the company's political spending, which media reports suggest is an important part of its business strategy.
Driven Brands Holdings Inc.	05/09/2024	Management	1	Elect Director Neal Aronson	For	For	For	For	WITHHOLD votes for governance committee member Jose Tomas are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing document and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Driven Brands Holdings Inc.	05/09/2024	Management	2	Elect Director Jonathan Fitzpatrick	For	For	For	For	WITHHOLD votes for governance committee member Jose Tomas are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing document and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Driven Brands Holdings Inc.	05/09/2024	Management	3	Elect Director Jose Tomas	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee member Jose Tomas are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing document and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Driven Brands Holdings Inc.	05/09/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Driven Brands Holdings Inc.	05/09/2024	Management	5	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Driven Brands Holdings Inc.	05/09/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Dropbox, Inc.	05/16/2024	Management	1	Elect Director Donald W. Blair	For	For	For	For	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dropbox, Inc.	05/16/2024	Management	2	Elect Director Lisa Campbell	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/16/2024	Management	3	Elect Director Andrew W. Houston	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dropbox, Inc.	05/16/2024	Management	4	Elect Director Paul E. Jacobs	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/16/2024	Management	5	Elect Director Sara Mathew	For	For	For	For	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dropbox, Inc.	05/16/2024	Management	6	Elect Director Andrew Moore	For	For	For	For	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/16/2024	Management	7	Elect Director Abhay Parasnis	For	For	For	For	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dropbox, Inc.	05/16/2024	Management	8	Elect Director Karen Peacock	For	For	For	For	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/16/2024	Management	9	Elect Director Michael Seibel	For	For	For	For	WITHHOLD votes for Paul Jacobs are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee Chair Paul Jacobs are further warranted due to the board's unilateral adoption of an exclusive forum bylaw amendment. WITHHOLD votes for Governance Committee members Lisa Campbell and Paul Jacobs are also warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Andrew Houston are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/16/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dropbox, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of security-related perquisites.
DT Midstream, Inc.	05/10/2024	Management	1	Elect Director Angela Archon	For	For	For	For	A vote FOR all the director nominees is warranted.
DT Midstream, Inc.	05/10/2024	Management	2	Elect Director Stephen Baker	For	For	For	For	A vote FOR all the director nominees is warranted.
DT Midstream, Inc.	05/10/2024	Management	3	Elect Director Elaine Pickle	For	For	For	For	A vote FOR all the director nominees is warranted.
DT Midstream, Inc.	05/10/2024	Management	4	Elect Director Robert Skaggs, Jr.	For	For	For	For	A vote FOR all the director nominees is warranted.
DT Midstream, Inc.	05/10/2024	Management	5	Elect Director David Slater	For	For	For	For	A vote FOR all the director nominees is warranted.
DT Midstream, Inc.	05/10/2024	Management	6	Elect Director Peter Tumminello	For	For	For	For	A vote FOR all the director nominees is warranted.
DT Midstream, Inc.	05/10/2024	Management	7	Elect Director Dwayne Wilson	For	For	For	For	A vote FOR all the director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DT Midstream, Inc.	05/10/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DT Midstream, Inc.	05/10/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
DTE Energy Company	05/02/2024	Management	1	Elect Director Nicholas K. Akins	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/02/2024	Management	2	Elect Director David A. Brandon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/02/2024	Management	3	Elect Director Deborah L. Byers	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/02/2024	Management	4	Elect Director Charles G. McClure, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DTE Energy Company	05/02/2024	Management	5	Elect Director Gail J. McGovern	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/02/2024	Management	6	Elect Director Mark A. Murray	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/02/2024	Management	7	Elect Director Gerardo Norcia	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/02/2024	Management	8	Elect Director Robert C. Skaggs, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/02/2024	Management	9	Elect Director David A. Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DTE Energy Company	05/02/2024	Management	10	Elect Director Gary H. Torgow	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/02/2024	Management	11	Elect Director James H. Vandenberghe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/02/2024	Management	12	Elect Director Valerie M. Williams	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/02/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DTE Energy Company	05/02/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
DTE Energy Company	05/02/2024	Shareholder	15	Report on Climate Transition Plan Inclusive of Downstream Gas Utility Emissions	Against	Against	For	For	A vote FOR this resolution is warranted as a more comprehensive disclosure about the company's climate transition plan would help shareholders better evaluate the company's strategy around the transition to a low carbon economy and the company's management of related risks and opportunities.
Duke Energy Corporation.	05/09/2024	Management	1	Elect Director Derrick Burks	For	For	For	For	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Duke Energy Corporation.	05/09/2024	Management	2	Elect Director Annette K. Clayton	For	For	For	For	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation.	05/09/2024	Management	3	Elect Director Theodore F. Craver, Jr.	For	For	Against	Against	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation.	05/09/2024	Management	4	Elect Director Robert M. Davis	For	For	For	For	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation.	05/09/2024	Management	5	Elect Director Caroline Dorsa	For	For	For	For	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation.	05/09/2024	Management	6	Elect Director W. Roy Dunbar	For	For	For	For	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation.	05/09/2024	Management	7	Elect Director Nicholas C. Fanandakis	For	For	For	For	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation.	05/09/2024	Management	8	Elect Director Lynn J. Good	For	For	For	For	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Duke Energy Corporation.	05/09/2024	Management	9	Elect Director John T. Herron	For	For	For	For	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation.	05/09/2024	Management	10	Elect Director Idalene F. Kesner	For	For	For	For	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation.	05/09/2024	Management	11	Elect Director E. Marie McKee	For	For	Against	Against	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation.	05/09/2024	Management	12	Elect Director Michael J. Pacilio	For	For	For	For	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation.	05/09/2024	Management	13	Elect Director Thomas E. Skains	For	For	For	For	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation.	05/09/2024	Management	14	Elect Director William E. Webster, Jr.	For	For	For	For	Votes AGAINST E. Marie McKee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Theodore (Ted) Craver Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation.	05/09/2024	Management	15	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Duke Energy Corporation.	05/09/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Duke Energy Corporation.	05/09/2024	Management	17	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Duke Energy Corporation.	05/09/2024	Shareholder	18	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR the proposal is warranted as the adoption of more stringent stock ownership requirements would more meaningfully align executives' interest with long-term shareholder value.
Duke Energy Corporation.	05/09/2024	Shareholder	19	Report on Financial Statement Assumption and Climate Change	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides shareholders with sufficient information on how it assesses the risks associated with its climate goals.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	1	Elect Director Ellen R. Alemany	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	2	Elect Director Douglas K. Ammerman	For	For	Withhold	Withhold	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	3	Elect Director Chinh E. Chu	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	4	Elect Director William P. Foley, II	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	5	Elect Director Thomas M. Hagerty	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	6	Elect Director Anthony M. Jabbour	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	7	Elect Director Keith J. Jackson	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	8	Elect Director Kirsten M. Kliphouse	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	9	Elect Director Richard N. Massey	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	10	Elect Director James A. Quella	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	11	Elect Director Ganesh B. Rao	For	For	For	For	WITHHOLD votes for William (Bill) Foley II are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Douglas Ammerman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DuPont de Nemours, Inc.	06/05/2024	Management	1	Elect Director Amy G. Brady	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	06/05/2024	Management	2	Elect Director Edward D. Breen	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	06/05/2024	Management	3	Elect Director Ruby R. Chandy	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	06/05/2024	Management	4	Elect Director Terrence R. Curtin	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	06/05/2024	Management	5	Elect Director Alexander M. Cutler	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	06/05/2024	Management	6	Elect Director Eleuthere I. du Pont	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	06/05/2024	Management	7	Elect Director Kristina M. Johnson	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DuPont de Nemours, Inc.	06/05/2024	Management	8	Elect Director Luther C. Kissam	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	06/05/2024	Management	9	Elect Director James A. Lico	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	06/05/2024	Management	10	Elect Director Frederick M. Lowery	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	06/05/2024	Management	11	Elect Director Deanna M. Mulligan	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	06/05/2024	Management	12	Elect Director Steven M. Sterin	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	06/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
DuPont de Nemours, Inc.	06/05/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
DuPont de Nemours, Inc.	06/05/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DuPont de Nemours, Inc.	06/05/2024	Shareholder	16	Amend Clawback Policy	Against	Against	For	For	A vote FOR this proposal is warranted as additional disclosure on the company's recoupment of incentive pay to any NEO due to conduct or negligence would benefit shareholders.
EastGroup Properties, Inc.	05/23/2024	Management	1	Elect Director D. Pike Aloian	For	For	Against	Against	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EastGroup Properties, Inc.	05/23/2024	Management	2	Elect Director H. Eric Bolton, Jr.	For	For	For	For	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EastGroup Properties, Inc.	05/23/2024	Management	3	Elect Director Donald F. Colleran	For	For	For	For	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EastGroup Properties, Inc.	05/23/2024	Management	4	Elect Director David M. Fields	For	For	For	For	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EastGroup Properties, Inc.	05/23/2024	Management	5	Elect Director Marshall A. Loeb	For	For	For	For	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EastGroup Properties, Inc.	05/23/2024	Management	6	Elect Director Mary E. McCormick	For	For	Against	Against	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EastGroup Properties, Inc.	05/23/2024	Management	7	Elect Director Katherine M. Sandstrom	For	For	For	For	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
EastGroup Properties, Inc.	05/23/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EastGroup Properties, Inc.	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Eastman Chemical Company	05/02/2024	Management	1	Elect Director Humberto P. Alfonso	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are warranted for lack of a majority independent board. Votes AGAINST Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/02/2024	Management	2	Elect Director Brett D. Begemann	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are warranted for lack of a majority independent board. Votes AGAINST Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/02/2024	Management	3	Elect Director Eric L. Butler	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are warranted for lack of a majority independent board. Votes AGAINST Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/02/2024	Management	4	Elect Director Mark J. Costa	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are warranted for lack of a majority independent board. Votes AGAINST Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/02/2024	Management	5	Elect Director Linnie M. Haynesworth	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are warranted for lack of a majority independent board. Votes AGAINST Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eastman Chemical Company	05/02/2024	Management	6	Elect Director Julie F. Holder	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are warranted for lack of a majority independent board. Votes AGAINST Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/02/2024	Management	7	Elect Director Renee J. Hornbaker	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are warranted for lack of a majority independent board. Votes AGAINST Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/02/2024	Management	8	Elect Director Kim Ann Mink	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are warranted for lack of a majority independent board. Votes AGAINST Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/02/2024	Management	9	Elect Director James J. O'Brien	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are warranted for lack of a majority independent board. Votes AGAINST Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/02/2024	Management	10	Elect Director David W. Raisbeck	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are warranted for lack of a majority independent board. Votes AGAINST Brett Begemann, Humberto (Bert) Alfonso, Julie Holder, Renee Hornbaker and David Raisbeck are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/02/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eastman Chemical Company	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Eaton Corporation plc	04/24/2024	Management	1	Elect Director Craig Arnold	For	For	For	For	Votes AGAINST Gregory Page and Gerald Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/24/2024	Management	2	Elect Director Silvio Napoli	For	For	For	For	Votes AGAINST Gregory Page and Gerald Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/24/2024	Management	3	Elect Director Gregory R. Page	For	For	Against	Against	Votes AGAINST Gregory Page and Gerald Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/24/2024	Management	4	Elect Director Sandra Pianalto	For	For	For	For	Votes AGAINST Gregory Page and Gerald Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/24/2024	Management	5	Elect Director Robert V. Pragada	For	For	For	For	Votes AGAINST Gregory Page and Gerald Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/24/2024	Management	6	Elect Director Lori J. Ryerkerk	For	For	For	For	Votes AGAINST Gregory Page and Gerald Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/24/2024	Management	7	Elect Director Gerald B. Smith	For	For	Against	Against	Votes AGAINST Gregory Page and Gerald Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/24/2024	Management	8	Elect Director Dorothy C. Thompson	For	For	For	For	Votes AGAINST Gregory Page and Gerald Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/24/2024	Management	9	Elect Director Darryl L. Wilson	For	For	For	For	Votes AGAINST Gregory Page and Gerald Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/24/2024	Management	10	Ratify Ernst & Young as Auditors and Authorize Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eaton Corporation plc	04/24/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Eaton Corporation plc	04/24/2024	Management	12	Authorize Issue of Equity with Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these resolutions is warranted as the proposed amount is not within recommended limits.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eaton Corporation plc	04/24/2024	Management	13	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these resolutions is warranted as the proposed amount is not within recommended limits.
Eaton Corporation plc	04/24/2024	Management	14	Authorize Share Repurchase of Issued Share Capital	For	For	For	For	A vote FOR this resolution is warranted because the proposed amount and duration are reasonable. Further, the board is using share buybacks to return value to shareholders and all shareholders may participate on equal terms.
eBay Inc.	06/20/2024	Management	1	Elect Director Adriane M. Brown	For	For	For	For	A vote FOR all director nominees is warranted.
eBay Inc.	06/20/2024	Management	2	Elect Director Aparna Chennapragada	For	For	For	For	A vote FOR all director nominees is warranted.
eBay Inc.	06/20/2024	Management	3	Elect Director Logan D. Green	For	For	For	For	A vote FOR all director nominees is warranted.
eBay Inc.	06/20/2024	Management	4	Elect Director E. Carol Hayles	For	For	For	For	A vote FOR all director nominees is warranted.
eBay Inc.	06/20/2024	Management	5	Elect Director Jamie J. Iannone	For	For	For	For	A vote FOR all director nominees is warranted.
eBay Inc.	06/20/2024	Management	6	Elect Director Shripriya Mahesh	For	For	For	For	A vote FOR all director nominees is warranted.
eBay Inc.	06/20/2024	Management	7	Elect Director Paul S. Pressler	For	For	For	For	A vote FOR all director nominees is warranted.
eBay Inc.	06/20/2024	Management	8	Elect Director Zane Rowe	For	For	For	For	A vote FOR all director nominees is warranted.
eBay Inc.	06/20/2024	Management	9	Elect Director Mohak Shroff	For	For	For	For	A vote FOR all director nominees is warranted.
eBay Inc.	06/20/2024	Management	10	Elect Director Perry M. Traquina	For	For	For	For	A vote FOR all director nominees is warranted.
eBay Inc.	06/20/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
eBay Inc.	06/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Ecolab Inc.	05/02/2024	Management	1	Elect Director Judson B. Althoff	For	For	For	For	Votes AGAINST Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/02/2024	Management	2	Elect Director Shari L. Ballard	For	For	For	For	Votes AGAINST Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/02/2024	Management	3	Elect Director Christophe Beck	For	For	For	For	Votes AGAINST Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/02/2024	Management	4	Elect Director Eric M. Green	For	For	For	For	Votes AGAINST Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ecolab Inc.	05/02/2024	Management	5	Elect Director Arthur J. Higgins	For	For	Against	Against	Votes AGAINST Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/02/2024	Management	6	Elect Director Michael Larson	For	For	For	For	Votes AGAINST Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/02/2024	Management	7	Elect Director David W. MacLennan	For	For	For	For	Votes AGAINST Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/02/2024	Management	8	Elect Director Tracy B. McKibben	For	For	For	For	Votes AGAINST Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/02/2024	Management	9	Elect Director Lionel L. Nowell, III	For	For	For	For	Votes AGAINST Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/02/2024	Management	10	Elect Director Victoria J. Reich	For	For	Against	Against	Votes AGAINST Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/02/2024	Management	11	Elect Director Suzanne M. Vautrinot	For	For	For	For	Votes AGAINST Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ecolab Inc.	05/02/2024	Management	12	Elect Director John J. Zillmer	For	For	Against	Against	Votes AGAINST Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/02/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted as the company provided tax gross-ups related payments to certain executives' perquisites.
Ecolab Inc.	05/02/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Ecolab Inc.	05/02/2024	Shareholder	15	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.
Edison International	04/25/2024	Management	1	Elect Director Jeanne Beliveau-Dunn	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/25/2024	Management	2	Elect Director Michael C. Camunez	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/25/2024	Management	3	Elect Director Vanessa C.L. Chang	For	For	Against	Against	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/25/2024	Management	4	Elect Director James T. Morris	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/25/2024	Management	5	Elect Director Timothy T. O'Toole	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/25/2024	Management	6	Elect Director Pedro J. Pizarro	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/25/2024	Management	7	Elect Director Marcy L. Reed	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Edison International	04/25/2024	Management	8	Elect Director Carey A. Smith	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/25/2024	Management	9	Elect Director Linda G. Stuntz	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/25/2024	Management	10	Elect Director Peter J. Taylor	For	For	Against	Against	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/25/2024	Management	11	Elect Director Keith Trent	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/25/2024	Management	12	Ratify PwC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Edison International	04/25/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Edison International	04/25/2024	Shareholder	14	Report on Lobbying Payments and Policy	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the company's lobbying activities and communications, related expenditures, and oversight mechanisms would give shareholders a better understanding of the company's management of its lobbying activities and any related risks and benefits.
Edwards Lifesciences Corporation	05/07/2024	Management	1	Elect Director Leslie C. Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Edwards Lifesciences Corporation	05/07/2024	Management	2	Elect Director Kieran T. Gallahue	For	For	For	For	A vote FOR all director nominees is warranted.
Edwards Lifesciences Corporation	05/07/2024	Management	3	Elect Director Leslie S. Heisz	For	For	For	For	A vote FOR all director nominees is warranted.
Edwards Lifesciences Corporation	05/07/2024	Management	4	Elect Director Paul A. LaViolette	For	For	For	For	A vote FOR all director nominees is warranted.
Edwards Lifesciences Corporation	05/07/2024	Management	5	Elect Director Steven R. Loranger	For	For	For	For	A vote FOR all director nominees is warranted.
Edwards Lifesciences Corporation	05/07/2024	Management	6	Elect Director Ramona Sequeira	For	For	For	For	A vote FOR all director nominees is warranted.
Edwards Lifesciences Corporation	05/07/2024	Management	7	Elect Director Nicholas J. Valeriani	For	For	For	For	A vote FOR all director nominees is warranted.
Edwards Lifesciences Corporation	05/07/2024	Management	8	Elect Director Bernard J. Zovighian	For	For	For	For	A vote FOR all director nominees is warranted.
Edwards Lifesciences Corporation	05/07/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Edwards Lifesciences Corporation	05/07/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Edwards Lifesciences Corporation	05/07/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Elanco Animal Health Incorporated	05/30/2024	Management	1	Elect Director William Doyle	For	For	For	For	A vote FOR all director nominees is warranted.
Elanco Animal Health Incorporated	05/30/2024	Management	2	Elect Director Art Garcia	For	For	For	For	A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Elanco Animal Health Incorporated	05/30/2024	Management	3	Elect Director Denise Scots-Knight	For	For	For	For	A vote FOR all director nominees is warranted.
Elanco Animal Health Incorporated	05/30/2024	Management	4	Elect Director Jeffrey Simmons	For	For	For	For	A vote FOR all director nominees is warranted.
Elanco Animal Health Incorporated	05/30/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Elanco Animal Health Incorporated	05/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Elanco Animal Health Incorporated	05/30/2024	Management	7	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Elanco Animal Health Incorporated	05/30/2024	Management	8	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted as a majority vote standard in uncontested director elections will provide shareholders with a more meaningful voice while improving director accountability.
Elanco Animal Health Incorporated	05/30/2024	Management	9	Amend Articles of Incorporation to Allow Shareholders to Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted, as allowing shareholders to amend the bylaws represents an enhancement to shareholder rights.
Elanco Animal Health Incorporated	05/30/2024	Management	10	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.
Element Solutions Inc	06/04/2024	Management	1	Elect Director Martin E. Franklin	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	2	Elect Director Benjamin Gliklich	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	3	Elect Director Ian G.H. Ashken	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	4	Elect Director Elyse Napoli Filon	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Element Solutions Inc	06/04/2024	Management	5	Elect Director Christopher T. Fraser	For	Against	Against	Against	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	6	Elect Director Michael F. Goss	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	7	Elect Director E. Stanley O'Neal	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	8	Elect Director Susan W. Sofronas	For	For	For	For	Votes AGAINST current compensation committee chair Christopher Fraser are warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/04/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Element Solutions Inc	06/04/2024	Management	10	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Element Solutions Inc	06/04/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Elevance Health, Inc.	05/15/2024	Management	1	Elect Director Lewis Hay, III	For	For	For	For	Votes AGAINST Ramiro Peru are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Elevance Health, Inc.	05/15/2024	Management	2	Elect Director Antonio F. Neri	For	For	For	For	Votes AGAINST Ramiro Peru are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Elevance Health, Inc.	05/15/2024	Management	3	Elect Director Ramiro G. Peru	For	For	Against	Against	Votes AGAINST Ramiro Peru are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Elevance Health, Inc.	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Elevance Health, Inc.	05/15/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Elevance Health, Inc.	05/15/2024	Shareholder	6	Adopt a Policy Requiring Third Party Groups to Report Their Political Expenditures	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as it should be the ultimate decision of the Board to oversee and manage any potential risks related to the company's third-party memberships.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eli Lilly and Company	05/06/2024	Management	1	Elect Director Katherine Baicker	For	For	For	For	Votes AGAINST J. Erik Fyrwald are warranted for serving as a non-independent member of a key board committee. Votes AGAINST J. Erik Fyrwald are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Eli Lilly and Company	05/06/2024	Management	2	Elect Director J. Erik Fyrwald	For	For	Against	Against	Votes AGAINST J. Erik Fyrwald are warranted for serving as a non-independent member of a key board committee. Votes AGAINST J. Erik Fyrwald are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Eli Lilly and Company	05/06/2024	Management	3	Elect Director Jamere Jackson	For	For	For	For	Votes AGAINST J. Erik Fyrwald are warranted for serving as a non-independent member of a key board committee. Votes AGAINST J. Erik Fyrwald are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Eli Lilly and Company	05/06/2024	Management	4	Elect Director Gabrielle Sulzberger	For	For	For	For	Votes AGAINST J. Erik Fyrwald are warranted for serving as a non-independent member of a key board committee. Votes AGAINST J. Erik Fyrwald are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Eli Lilly and Company	05/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Eli Lilly and Company	05/06/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eli Lilly and Company	05/06/2024	Management	7	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and the continued effort to secure passage of the proposal demonstrates a commitment to shareholders' interests on the part of management.
Eli Lilly and Company	05/06/2024	Management	8	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted. Eliminating the 80 percent supermajority voting requirements will enable shareholders to have a more meaningful voice in various governance matters that impact their rights, thus enhancing the company's corporate governance structure. Further, by resubmitting this proposal after it failed to pass in prior years, the company is demonstrating a commitment to shareholders' interests.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eli Lilly and Company	05/06/2024	Shareholder	9	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Eli Lilly and Company	05/06/2024	Shareholder	10	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	Against	For	For	For	A vote FOR this resolution is warranted, as reporting quantitative and comparable diversity statistics would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
Eli Lilly and Company	05/06/2024	Shareholder	11	Report on Impact of Extended Patent Exclusivities on Product Access	Against	Against	For	For	A vote FOR this proposal is warranted because shareholders would benefit from more robust disclosure of the company's processes and oversight mechanisms for managing risks related to potential anticompetitive practices.
Eli Lilly and Company	05/06/2024	Shareholder	12	Adopt a Comprehensive Human Rights Policy	Against	Against	For	For	A vote FOR this proposal is warranted, as adoption of the proposal should serve to further strengthen the company's commitment to human rights, as well as augment its existing human rights-related oversight mechanisms.
EMCOR Group, Inc.	06/06/2024	Management	1	Elect Director John W. Altmeyer	For	For	For	For	A vote FOR the director nominee is warranted.
EMCOR Group, Inc.	06/06/2024	Management	2	Elect Director Anthony J. Guzzi	For	For	For	For	A vote FOR the director nominee is warranted.
EMCOR Group, Inc.	06/06/2024	Management	3	Elect Director Ronald L. Johnson	For	For	For	For	A vote FOR the director nominee is warranted.
EMCOR Group, Inc.	06/06/2024	Management	4	Elect Director Carol P. Lowe	For	For	For	For	A vote FOR the director nominee is warranted.
EMCOR Group, Inc.	06/06/2024	Management	5	Elect Director M. Kevin McEvoy	For	For	For	For	A vote FOR the director nominee is warranted.
EMCOR Group, Inc.	06/06/2024	Management	6	Elect Director William P. Reid	For	For	For	For	A vote FOR the director nominee is warranted.
EMCOR Group, Inc.	06/06/2024	Management	7	Elect Director Steven B. Schwarzwaelder	For	For	For	For	A vote FOR the director nominee is warranted.
EMCOR Group, Inc.	06/06/2024	Management	8	Elect Director Robin Walker-Lee	For	For	For	For	A vote FOR the director nominee is warranted.
EMCOR Group, Inc.	06/06/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
EMCOR Group, Inc.	06/06/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Emerson Electric Co.	02/06/2024	Management	1	Elect Director Mark A. Blinn	For	For	For	For	A vote FOR Corporate Governance and Nominating Committee members James (Jim) Turley and Mark Blinn is warranted, with caution. The company's governing documents continue to prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.
Emerson Electric Co.	02/06/2024	Management	2	Elect Director Leticia Goncalves Lourenco	For	For	For	For	A vote FOR Corporate Governance and Nominating Committee members James (Jim) Turley and Mark Blinn is warranted, with caution. The company's governing documents continue to prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.
Emerson Electric Co.	02/06/2024	Management	3	Elect Director James M. McKelvey	For	For	For	For	A vote FOR Corporate Governance and Nominating Committee members James (Jim) Turley and Mark Blinn is warranted, with caution. The company's governing documents continue to prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Emerson Electric Co.	02/06/2024	Management	4	Elect Director James S. Turley	For	For	For	For	A vote FOR Corporate Governance and Nominating Committee members James (Jim) Turley and Mark Blinn is warranted, with caution. The company's governing documents continue to prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.
Emerson Electric Co.	02/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Emerson Electric Co.	02/06/2024	Management	6	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Emerson Electric Co.	02/06/2024	Management	7	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Emerson Electric Co.	02/06/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Emerson Electric Co.	02/06/2024	Shareholder	9	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
Encompass Health Corporation	05/02/2024	Management	1	Elect Director Greg D. Carmichael	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	2	Elect Director Edward M. Christie, III	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	3	Elect Director Joan E. Herman	For	For	Against	Against	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	4	Elect Director Leslye G. Katz	For	For	Against	Against	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	5	Elect Director Patricia A. Maryland	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	6	Elect Director Kevin J. O'Connor	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Encompass Health Corporation	05/02/2024	Management	7	Elect Director Christopher R. Reidy	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	8	Elect Director Nancy M. Schlichting	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	9	Elect Director Mark J. Tarr	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	10	Elect Director Terrance Williams	For	For	For	For	Votes AGAINST Joan Herman and Leslye Katz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/02/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Encompass Health Corporation	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Encompass Health Corporation	05/02/2024	Shareholder	13	Report on Effectiveness of the Company's Diversity, Equity, and Inclusion Efforts	Against	For	For	For	A vote FOR this resolution is warranted, as reporting quantitative and comparable diversity statistics would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
Entegris, Inc.	04/24/2024	Management	1	Elect Director James R. Anderson	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/24/2024	Management	2	Elect Director Rodney Clark	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/24/2024	Management	3	Elect Director James F. Gentilcore	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/24/2024	Management	4	Elect Director Yvette Kanouff	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/24/2024	Management	5	Elect Director James P. Lederer	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/24/2024	Management	6	Elect Director Bertrand Loy	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/24/2024	Management	7	Elect Director David Reeder	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/24/2024	Management	8	Elect Director Azita Saleki-Gerhardt	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/24/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Entegris, Inc.	04/24/2024	Management	10	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Entegris, Inc.	04/24/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Entergy Corporation	05/03/2024	Management	1	Elect Director Gina F. Adams	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Stuart Levenick are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/03/2024	Management	2	Elect Director John H. Black	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Stuart Levenick are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/03/2024	Management	3	Elect Director John R. Burbank	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Stuart Levenick are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/03/2024	Management	4	Elect Director Kirkland H. Donald	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Stuart Levenick are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/03/2024	Management	5	Elect Director Brian W. Ellis	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Stuart Levenick are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/03/2024	Management	6	Elect Director Philip L. Frederickson	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Stuart Levenick are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/03/2024	Management	7	Elect Director M. Elise Hyland	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Stuart Levenick are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Entergy Corporation	05/03/2024	Management	8	Elect Director Stuart L. Levenick	For	For	Against	Against	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Stuart Levenick are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/03/2024	Management	9	Elect Director Blanche L. Lincoln	For	For	Against	Against	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Stuart Levenick are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/03/2024	Management	10	Elect Director Andrew S. Marsh	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Stuart Levenick are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/03/2024	Management	11	Elect Director Karen A. Puckett	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Stuart Levenick are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/03/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Entergy Corporation	05/03/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Envista Holdings Corporation	05/21/2024	Management	1	Elect Director Amir Aghdaei *Withdrawn Resolution*					
Envista Holdings Corporation	05/21/2024	Management	2	Elect Director Wendy Carruthers	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/21/2024	Management	3	Elect Director Kieran T. Gallahue	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/21/2024	Management	4	Elect Director Scott Huennekens	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/21/2024	Management	5	Elect Director Barbara B. Hulit	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/21/2024	Management	6	Elect Director Vivek Jain	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Envista Holdings Corporation	05/21/2024	Management	7	Elect Director Daniel A. Raskas	For	Withhold	Withhold	Withhold	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/21/2024	Management	8	Elect Director Christine Tsingos	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/21/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Envista Holdings Corporation	05/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Envista Holdings Corporation	05/21/2024	Management	11	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Envista Holdings Corporation	05/21/2024	Management	12	Elect Director Paul Keel	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/22/2024	Management	1	Elect Director Janet F. Clark	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/22/2024	Management	2	Elect Director Charles R. Crisp	For	For	Against	Against	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/22/2024	Management	3	Elect Director Robert P. Daniels	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/22/2024	Management	4	Elect Director Lynn A. Dugle	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/22/2024	Management	5	Elect Director C. Christopher Gaut	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/22/2024	Management	6	Elect Director Michael T. Kerr	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/22/2024	Management	7	Elect Director Julie J. Robertson	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
EOG Resources, Inc.	05/22/2024	Management	8	Elect Director Donald F. Textor	For	For	Against	Against	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/22/2024	Management	9	Elect Director Ezra Y. Yacob	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/22/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EOG Resources, Inc.	05/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
EPAM Systems, Inc.	05/31/2024	Management	1	Elect Director Arkadiy Dobkin	For	For	Against	Against	Votes AGAINST non-independent nominees Arkadiy Dobkin and Robert Segert are warranted for lack of a majority independent board. Votes AGAINST Robert Segert are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPAM Systems, Inc.	05/31/2024	Management	2	Elect Director DeAnne Aguirre	For	For	For	For	Votes AGAINST non-independent nominees Arkadiy Dobkin and Robert Segert are warranted for lack of a majority independent board. Votes AGAINST Robert Segert are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPAM Systems, Inc.	05/31/2024	Management	3	Elect Director Chandra McMahon	For	For	For	For	Votes AGAINST non-independent nominees Arkadiy Dobkin and Robert Segert are warranted for lack of a majority independent board. Votes AGAINST Robert Segert are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPAM Systems, Inc.	05/31/2024	Management	4	Elect Director Robert E. Segert	For	For	Against	Against	Votes AGAINST non-independent nominees Arkadiy Dobkin and Robert Segert are warranted for lack of a majority independent board. Votes AGAINST Robert Segert are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPAM Systems, Inc.	05/31/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EPAM Systems, Inc.	05/31/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
EPAM Systems, Inc.	05/31/2024	Shareholder	7	Declassify the Board of Directors	None	For	For	For	A vote FOR this proposal is warranted as board declassification would enhance board accountability.
EPR Properties	05/29/2024	Management	1	Elect Director Peter C. Brown	For	For	Against	Against	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
EPR Properties	05/29/2024	Management	2	Elect Director John P. Case, III	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/29/2024	Management	3	Elect Director James B. Connor	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/29/2024	Management	4	Elect Director Virginia E. Shanks	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/29/2024	Management	5	Elect Director Gregory K. Silvers	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/29/2024	Management	6	Elect Director Robin P. Sterneck	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/29/2024	Management	7	Elect Director Lisa G. Trimberger	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/29/2024	Management	8	Elect Director Caixia Y. Ziegler	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/29/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
EPR Properties	05/29/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EQT Corporation	04/17/2024	Management	1	Elect Director Lydia I. Beebe	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/17/2024	Management	2	Elect Director Lee M. Canaan	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/17/2024	Management	3	Elect Director Janet L. Carrig	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/17/2024	Management	4	Elect Director Frank C. Hu	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/17/2024	Management	5	Elect Director Kathryn J. Jackson	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/17/2024	Management	6	Elect Director John F. McCartney	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/17/2024	Management	7	Elect Director James T. McManus, II	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/17/2024	Management	8	Elect Director Anita M. Powers	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/17/2024	Management	9	Elect Director Daniel J. Rice, IV	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/17/2024	Management	10	Elect Director Toby Z. Rice	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/17/2024	Management	11	Elect Director Hallie A. Vanderhider	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/17/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
EQT Corporation	04/17/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equifax Inc.	05/02/2024	Management	1	Elect Director Mark W. Begor	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equifax Inc.	05/02/2024	Management	2	Elect Director Mark L. Feidler	For	For	Against	Against	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/02/2024	Management	3	Elect Director Karen L. Fichuk	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/02/2024	Management	4	Elect Director G. Thomas Hough	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/02/2024	Management	5	Elect Director Robert D. Marcus	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/02/2024	Management	6	Elect Director Scott A. McGregor	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/02/2024	Management	7	Elect Director John A. McKinley	For	For	Against	Against	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/02/2024	Management	8	Elect Director Melissa D. Smith	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/02/2024	Management	9	Elect Director Audrey Boone Tillman	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/02/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Equifax Inc.	05/02/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equinix, Inc.	05/23/2024	Management	1	Elect Director Nanci Caldwell	For	For	For	For	Votes AGAINST non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Adaire Fox-Martin and Gary Hromadko are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equinix, Inc.	05/23/2024	Management	2	Elect Director Adaire Fox-Martin	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Adaire Fox-Martin and Gary Hromadko are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/23/2024	Management	3	Elect Director Gary Hromadko	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Adaire Fox-Martin and Gary Hromadko are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/23/2024	Management	4	Elect Director Charles Meyers	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Adaire Fox-Martin and Gary Hromadko are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/23/2024	Management	5	Elect Director Thomas Olinger	For	For	For	For	Votes AGAINST non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Adaire Fox-Martin and Gary Hromadko are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/23/2024	Management	6	Elect Director Christopher Paisley	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Adaire Fox-Martin and Gary Hromadko are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equinix, Inc.	05/23/2024	Management	7	Elect Director Jeetu Patel	For	For	For	For	Votes AGAINST non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Adaire Fox-Martin and Gary Hromadko are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/23/2024	Management	8	Elect Director Sandra Rivera	For	For	For	For	Votes AGAINST non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Adaire Fox-Martin and Gary Hromadko are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/23/2024	Management	9	Elect Director Fidelma Russo	For	For	For	For	Votes AGAINST non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Adaire Fox-Martin and Gary Hromadko are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/23/2024	Management	10	Elect Director Peter Van Camp	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Adaire Fox-Martin and Gary Hromadko are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Equinix, Inc.	05/23/2024	Management	12	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments are not viewed as problematic.
Equinix, Inc.	05/23/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equitable Holdings, Inc.	05/22/2024	Management	1	Elect Director Francis A. Hondal	For	For	For	For	A vote FOR the director nominees is warranted.
Equitable Holdings, Inc.	05/22/2024	Management	2	Elect Director Arlene Isaacs-Lowe	For	For	For	For	A vote FOR the director nominees is warranted.
Equitable Holdings, Inc.	05/22/2024	Management	3	Elect Director Daniel G. Kaye	For	For	For	For	A vote FOR the director nominees is warranted.
Equitable Holdings, Inc.	05/22/2024	Management	4	Elect Director Joan Lamm-Tennant	For	For	For	For	A vote FOR the director nominees is warranted.
Equitable Holdings, Inc.	05/22/2024	Management	5	Elect Director Craig MacKay	For	For	For	For	A vote FOR the director nominees is warranted.
Equitable Holdings, Inc.	05/22/2024	Management	6	Elect Director Mark Pearson	For	For	For	For	A vote FOR the director nominees is warranted.
Equitable Holdings, Inc.	05/22/2024	Management	7	Elect Director Bertram L. Scott	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equitable Holdings, Inc.	05/22/2024	Management	8	Elect Director George Stansfield	For	For	For	For	A vote FOR the director nominees is warranted.
Equitable Holdings, Inc.	05/22/2024	Management	9	Elect Director Charles G.T. Stonehill	For	For	For	For	A vote FOR the director nominees is warranted.
Equitable Holdings, Inc.	05/22/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equitable Holdings, Inc.	05/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Equity LifeStyle Properties, Inc.	04/30/2024	Management	1	Elect Director Andrew Berkenfield	For	For	For	For	WITHHOLD votes for Philip Calian and David Contis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/30/2024	Management	2	Elect Director Derrick Burks	For	For	For	For	WITHHOLD votes for Philip Calian and David Contis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/30/2024	Management	3	Elect Director Philip Calian	For	For	Withhold	Withhold	WITHHOLD votes for Philip Calian and David Contis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/30/2024	Management	4	Elect Director David Contis	For	For	Withhold	Withhold	WITHHOLD votes for Philip Calian and David Contis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/30/2024	Management	5	Elect Director Constance Freedman	For	For	For	For	WITHHOLD votes for Philip Calian and David Contis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/30/2024	Management	6	Elect Director Thomas Heneghan	For	For	For	For	WITHHOLD votes for Philip Calian and David Contis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/30/2024	Management	7	Elect Director Marguerite Nader	For	For	For	For	WITHHOLD votes for Philip Calian and David Contis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/30/2024	Management	8	Elect Director Radhika Papandreou	For	For	For	For	WITHHOLD votes for Philip Calian and David Contis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/30/2024	Management	9	Elect Director Scott Peppet	For	For	For	For	WITHHOLD votes for Philip Calian and David Contis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/30/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equity LifeStyle Properties, Inc.	04/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Equity LifeStyle Properties, Inc.	04/30/2024	Management	12	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Equity Residential	06/20/2024	Management	1	Elect Director Angela M. Aman	For	For	For	For	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee members Tahsinul Zia Huque and Nina Jones is warranted, with caution, due to restrictions on shareholders' ability to amend the company bylaws. Additional concern for Governance Committee members Linda Bynoe, Mary Kay Haben, and Mark Shapiro is also considered warranted. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/20/2024	Management	2	Elect Director Linda Walker Bynoe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee members Tahsinul Zia Huque and Nina Jones is warranted, with caution, due to restrictions on shareholders' ability to amend the company bylaws. Additional concern for Governance Committee members Linda Bynoe, Mary Kay Haben, and Mark Shapiro is also considered warranted. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/20/2024	Management	3	Elect Director Mary Kay Haben	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee members Tahsinul Zia Huque and Nina Jones is warranted, with caution, due to restrictions on shareholders' ability to amend the company bylaws. Additional concern for Governance Committee members Linda Bynoe, Mary Kay Haben, and Mark Shapiro is also considered warranted. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equity Residential	06/20/2024	Management	4	Elect Director Ann C. Hoff	For	For	For	For	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee members Tahsinul Zia Huque and Nina Jones is warranted, with caution, due to restrictions on shareholders' ability to amend the company bylaws. Additional concern for Governance Committee members Linda Bynoe, Mary Kay Haben, and Mark Shapiro is also considered warranted. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/20/2024	Management	5	Elect Director Tahsinul Zia Huque	For	For	For	For	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee members Tahsinul Zia Huque and Nina Jones is warranted, with caution, due to restrictions on shareholders' ability to amend the company bylaws. Additional concern for Governance Committee members Linda Bynoe, Mary Kay Haben, and Mark Shapiro is also considered warranted. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/20/2024	Management	6	Elect Director Nina P. Jones	For	For	For	For	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee members Tahsinul Zia Huque and Nina Jones is warranted, with caution, due to restrictions on shareholders' ability to amend the company bylaws. Additional concern for Governance Committee members Linda Bynoe, Mary Kay Haben, and Mark Shapiro is also considered warranted. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equity Residential	06/20/2024	Management	7	Elect Director John E. Neal	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee members Tahsinul Zia Huque and Nina Jones is warranted, with caution, due to restrictions on shareholders' ability to amend the company bylaws. Additional concern for Governance Committee members Linda Bynoe, Mary Kay Haben, and Mark Shapiro is also considered warranted. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/20/2024	Management	8	Elect Director David J. Neithercut	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee members Tahsinul Zia Huque and Nina Jones is warranted, with caution, due to restrictions on shareholders' ability to amend the company bylaws. Additional concern for Governance Committee members Linda Bynoe, Mary Kay Haben, and Mark Shapiro is also considered warranted. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/20/2024	Management	9	Elect Director Mark J. Parrell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee members Tahsinul Zia Huque and Nina Jones is warranted, with caution, due to restrictions on shareholders' ability to amend the company bylaws. Additional concern for Governance Committee members Linda Bynoe, Mary Kay Haben, and Mark Shapiro is also considered warranted. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equity Residential	06/20/2024	Management	10	Elect Director Mark S. Shapiro	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee members Tahsinul Zia Huque and Nina Jones is warranted, with caution, due to restrictions on shareholders' ability to amend the company bylaws. Additional concern for Governance Committee members Linda Bynoe, Mary Kay Haben, and Mark Shapiro is also considered warranted. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/20/2024	Management	11	Elect Director Stephen E. Sterrett	For	For	For	For	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee members Tahsinul Zia Huque and Nina Jones is warranted, with caution, due to restrictions on shareholders' ability to amend the company bylaws. Additional concern for Governance Committee members Linda Bynoe, Mary Kay Haben, and Mark Shapiro is also considered warranted. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/20/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equity Residential	06/20/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
ESAB Corporation	05/09/2024	Management	1	Elect Director Patrick W. Allender	For	For	For	For	A vote FOR both director nominees is warranted.
ESAB Corporation	05/09/2024	Management	2	Elect Director Rhonda L. Jordan	For	For	For	For	A vote FOR both director nominees is warranted.
ESAB Corporation	05/09/2024	Management	3	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ESAB Corporation	05/09/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Essential Utilities, Inc.	05/01/2024	Management	1	Elect Director Elizabeth B. Amato	For	For	For	For	A vote FOR the director nominees is warranted.
Essential Utilities, Inc.	05/01/2024	Management	2	Elect Director Christopher L. Bruner	For	For	For	For	A vote FOR the director nominees is warranted.
Essential Utilities, Inc.	05/01/2024	Management	3	Elect Director David A. Ciesinski	For	For	For	For	A vote FOR the director nominees is warranted.
Essential Utilities, Inc.	05/01/2024	Management	4	Elect Director Christopher H. Franklin	For	For	For	For	A vote FOR the director nominees is warranted.
Essential Utilities, Inc.	05/01/2024	Management	5	Elect Director Daniel J. Hilferty	For	For	For	For	A vote FOR the director nominees is warranted.
Essential Utilities, Inc.	05/01/2024	Management	6	Elect Director Edwina Kelly	For	For	For	For	A vote FOR the director nominees is warranted.
Essential Utilities, Inc.	05/01/2024	Management	7	Elect Director W. Bryan Lewis	For	For	For	For	A vote FOR the director nominees is warranted.
Essential Utilities, Inc.	05/01/2024	Management	8	Elect Director Tamara L. Linde	For	For	For	For	A vote FOR the director nominees is warranted.
Essential Utilities, Inc.	05/01/2024	Management	9	Elect Director Roderick K. West	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Essential Utilities, Inc.	05/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Essential Utilities, Inc.	05/01/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Essential Utilities, Inc.	05/01/2024	Management	12	Amend Bylaws to Implement Universal Proxy Rules Governing Contested Elections of Directors	For	For	For	For	A vote FOR this proposal is warranted as the additional requirements do not appear overly burdensome.
Essex Property Trust, Inc.	05/14/2024	Management	1	Elect Director John V. Arabia	For	For	For	For	A vote FOR the director nominees is warranted.
Essex Property Trust, Inc.	05/14/2024	Management	2	Elect Director Keith R. Guericke	For	For	For	For	A vote FOR the director nominees is warranted.
Essex Property Trust, Inc.	05/14/2024	Management	3	Elect Director Anne B. Gust	For	For	For	For	A vote FOR the director nominees is warranted.
Essex Property Trust, Inc.	05/14/2024	Management	4	Elect Director Maria R. Hawthorne	For	For	For	For	A vote FOR the director nominees is warranted.
Essex Property Trust, Inc.	05/14/2024	Management	5	Elect Director Amal M. Johnson	For	For	For	For	A vote FOR the director nominees is warranted.
Essex Property Trust, Inc.	05/14/2024	Management	6	Elect Director Mary Kasaris	For	For	For	For	A vote FOR the director nominees is warranted.
Essex Property Trust, Inc.	05/14/2024	Management	7	Elect Director Angela L. Kleiman	For	For	For	For	A vote FOR the director nominees is warranted.
Essex Property Trust, Inc.	05/14/2024	Management	8	Elect Director Irving F. Lyons, III	For	For	For	For	A vote FOR the director nominees is warranted.
Essex Property Trust, Inc.	05/14/2024	Management	9	Elect Director George M. Marcus	For	For	For	For	A vote FOR the director nominees is warranted.
Essex Property Trust, Inc.	05/14/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Essex Property Trust, Inc.	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Etsy, Inc.	06/13/2024	Management	1	Elect Director Marla Blow	For	Against	Against	Against	In the absence of Governance Committee members on ballot, a vote AGAINST director nominees Marla Blow, Gary S. Briggs, and Melissa Reiff is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Etsy, Inc.	06/13/2024	Management	2	Elect Director Gary S. Briggs	For	Against	Against	Against	In the absence of Governance Committee members on ballot, a vote AGAINST director nominees Marla Blow, Gary S. Briggs, and Melissa Reiff is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Etsy, Inc.	06/13/2024	Management	3	Elect Director Melissa Reiff	For	Against	Against	Against	In the absence of Governance Committee members on ballot, a vote AGAINST director nominees Marla Blow, Gary S. Briggs, and Melissa Reiff is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Etsy, Inc.	06/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the annual incentive was based primarily on financial metrics, and the committee utilized discretion to reduce annual incentive payouts, there are noted design, disclosure, and magnitude concerns in the long-term incentive program. The CEO's total equity award value was large, driving relatively large total pay for the year in review, on the backdrop of TSR underperformance. Concerns surrounding these awards are magnified, as the majority of performance awards utilize a relatively short two-year period and forward-looking goals are not disclosed. Moreover, the majority of equity awards granted to NEOs other than the CEO were primarily time-based. Lastly, the company provided a tax gross-up payment for an executive's perquisite.
Etsy, Inc.	06/13/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Etsy, Inc.	06/13/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Euronet Worldwide, Inc.	05/16/2024	Management	1	Elect Director Paul S. Althasen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas McDonnell and Paul Althasen are warranted for lack of a majority independent board. WITHHOLD votes for Thomas McDonnell and Paul Althasen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee member Thomas McDonnell are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Michael N. Frumkin is warranted.
Euronet Worldwide, Inc.	05/16/2024	Management	2	Elect Director Michael N. Frumkin	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas McDonnell and Paul Althasen are warranted for lack of a majority independent board. WITHHOLD votes for Thomas McDonnell and Paul Althasen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee member Thomas McDonnell are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Michael N. Frumkin is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Euronet Worldwide, Inc.	05/16/2024	Management	3	Elect Director Thomas A. McDonnell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas McDonnell and Paul Althasen are warranted for lack of a majority independent board. WITHHOLD votes for Thomas McDonnell and Paul Althasen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee member Thomas McDonnell are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Michael N. Frumkin is warranted.
Euronet Worldwide, Inc.	05/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Euronet Worldwide, Inc.	05/16/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Evercore Inc.	06/18/2024	Management	1	Elect Director Roger C. Altman	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	2	Elect Director Pamela G. Carlton	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	3	Elect Director Ellen V. Futter	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	4	Elect Director Gail B. Harris	For	For	Against	Against	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	5	Elect Director Robert B. Millard	For	For	Against	Against	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	6	Elect Director Willard J. Overlock, Jr.	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	7	Elect Director Simon M. Robertson	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Evercore Inc.	06/18/2024	Management	8	Elect Director John S. Weinberg	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	9	Elect Director William J. Wheeler	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	10	Elect Director Sarah K. Williamson	For	For	For	For	Votes AGAINST Gail Harris and Robert Millard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/18/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
Evercore Inc.	06/18/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Evercore Inc.	06/18/2024	Management	13	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 30.32 percent is excessive. * The company's three-year average burn rate is excessive.
Everest Group, Ltd.	05/15/2024	Management	1	Elect Director John J. Amore	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, Roger Singer, John Amore and William Galtney Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Singer, John Amore and William Galtney Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Everest Group, Ltd.	05/15/2024	Management	2	Elect Director Juan C. Andrade	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, Roger Singer, John Amore and William Galtney Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Singer, John Amore and William Galtney Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Everest Group, Ltd.	05/15/2024	Management	3	Elect Director William F. Galtney, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, Roger Singer, John Amore and William Galtney Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Singer, John Amore and William Galtney Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Everest Group, Ltd.	05/15/2024	Management	4	Elect Director John A. Graf	For	For	For	For	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, Roger Singer, John Amore and William Galtney Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Singer, John Amore and William Galtney Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Everest Group, Ltd.	05/15/2024	Management	5	Elect Director Meryl Hartzband	For	For	For	For	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, Roger Singer, John Amore and William Galtney Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Singer, John Amore and William Galtney Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Everest Group, Ltd.	05/15/2024	Management	6	Elect Director Gerri Losquadro	For	For	For	For	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, Roger Singer, John Amore and William Galtney Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Singer, John Amore and William Galtney Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Everest Group, Ltd.	05/15/2024	Management	7	Elect Director Hazel McNeilage	For	For	For	For	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, Roger Singer, John Amore and William Galtney Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Singer, John Amore and William Galtney Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Everest Group, Ltd.	05/15/2024	Management	8	Elect Director Roger M. Singer	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, Roger Singer, John Amore and William Galtney Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Singer, John Amore and William Galtney Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Everest Group, Ltd.	05/15/2024	Management	9	Elect Director Joseph V. Taranto	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, Roger Singer, John Amore and William Galtney Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Singer, John Amore and William Galtney Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Everest Group, Ltd.	05/15/2024	Management	10	Approve KPMG as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Everest Group, Ltd.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Evergy, Inc.	05/07/2024	Management	1	Elect Director David A. Campbell	For	For	For	For	Votes AGAINST B. Anthony (Tony) Isaac, Sandra Lawrence and Ann Murtlow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/07/2024	Management	2	Elect Director B. Anthony Isaac	For	For	Against	Against	Votes AGAINST B. Anthony (Tony) Isaac, Sandra Lawrence and Ann Murtlow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/07/2024	Management	3	Elect Director Paul M. Keglevic	For	For	For	For	Votes AGAINST B. Anthony (Tony) Isaac, Sandra Lawrence and Ann Murtlow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/07/2024	Management	4	Elect Director Mary L. Landrieu	For	For	For	For	Votes AGAINST B. Anthony (Tony) Isaac, Sandra Lawrence and Ann Murtlow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/07/2024	Management	5	Elect Director Sandra A.J. Lawrence	For	For	Against	Against	Votes AGAINST B. Anthony (Tony) Isaac, Sandra Lawrence and Ann Murtlow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/07/2024	Management	6	Elect Director Ann D. Murtlow	For	For	Against	Against	Votes AGAINST B. Anthony (Tony) Isaac, Sandra Lawrence and Ann Murtlow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/07/2024	Management	7	Elect Director Sandra J. Price	For	For	For	For	Votes AGAINST B. Anthony (Tony) Isaac, Sandra Lawrence and Ann Murtlow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/07/2024	Management	8	Elect Director James Scarola	For	For	For	For	Votes AGAINST B. Anthony (Tony) Isaac, Sandra Lawrence and Ann Murtlow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/07/2024	Management	9	Elect Director Neal A. Sharma	For	For	For	For	Votes AGAINST B. Anthony (Tony) Isaac, Sandra Lawrence and Ann Murtlow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/07/2024	Management	10	Elect Director C. John Wilder	For	For	For	For	Votes AGAINST B. Anthony (Tony) Isaac, Sandra Lawrence and Ann Murtlow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eergy, Inc.	05/07/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eversource Energy	05/01/2024	Management	1	Elect Director Cotton M. Cleveland	For	For	Against	Against	Votes AGAINST Cotton Cleveland and Frederica Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/01/2024	Management	2	Elect Director Linda Dorcena Forry	For	For	For	For	Votes AGAINST Cotton Cleveland and Frederica Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/01/2024	Management	3	Elect Director Gregory M. Jones	For	For	For	For	Votes AGAINST Cotton Cleveland and Frederica Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/01/2024	Management	4	Elect Director Loretta D. Keane	For	For	For	For	Votes AGAINST Cotton Cleveland and Frederica Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/01/2024	Management	5	Elect Director John Y. Kim	For	For	For	For	Votes AGAINST Cotton Cleveland and Frederica Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/01/2024	Management	6	Elect Director David H. Long	For	For	For	For	Votes AGAINST Cotton Cleveland and Frederica Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/01/2024	Management	7	Elect Director Joseph R. Nolan, Jr.	For	For	For	For	Votes AGAINST Cotton Cleveland and Frederica Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/01/2024	Management	8	Elect Director Daniel J. Nova	For	For	For	For	Votes AGAINST Cotton Cleveland and Frederica Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/01/2024	Management	9	Elect Director Frederica M. Williams	For	For	Against	Against	Votes AGAINST Cotton Cleveland and Frederica Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Eversource Energy	05/01/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eversource Energy	05/01/2024	Shareholder	12	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Exact Sciences Corporation	06/13/2024	Management	1	Elect Director Michael Barber	For	For	For	For	Votes AGAINST Daniel (Dan) Levangie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Exact Sciences Corporation	06/13/2024	Management	2	Elect Director Paul Clancy	For	For	For	For	Votes AGAINST Daniel (Dan) Levangie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Exact Sciences Corporation	06/13/2024	Management	3	Elect Director Daniel J. Levangie	For	For	Against	Against	Votes AGAINST Daniel (Dan) Levangie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Exact Sciences Corporation	06/13/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Exact Sciences Corporation	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Exelixis, Inc.	05/30/2024	Management	1	Elect Director Mary C. Beckerle	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	2	Elect Director S. Gail Eckhardt	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	3	Elect Director Maria C. Freire	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	4	Elect Director Tomas J. Heyman	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	5	Elect Director David E. Johnson	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	6	Elect Director Michael M. Morrissey	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	7	Elect Director Robert (Bob) L. Oliver, Jr.	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Exelixis, Inc.	05/30/2024	Management	8	Elect Director Stelios Papadopoulos	For	For	Against	Against	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	9	Elect Director George Poste	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	10	Elect Director Julie Anne Smith	For	For	For	For	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	11	Elect Director Jack L. Wyszomierski	For	For	Against	Against	Votes AGAINST Stelios Papadopoulos and Jack Wyszomierski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/30/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exelixis, Inc.	05/30/2024	Management	13	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Exelixis, Inc.	05/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Exelon Corporation	04/30/2024	Management	1	Elect Director W. Paul Bowers	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/30/2024	Management	2	Elect Director Calvin G. Butler, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/30/2024	Management	3	Elect Director Marjorie Rodgers Cheshire	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/30/2024	Management	4	Elect Director Linda P. Jojo	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/30/2024	Management	5	Elect Director Charisse R. Lillie	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/30/2024	Management	6	Elect Director Anna Richo	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/30/2024	Management	7	Elect Director Matthew Rogers	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/30/2024	Management	8	Elect Director Bryan Segedi	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/30/2024	Management	9	Elect Director John Young	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/30/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exelon Corporation	04/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Exelon Corporation	04/30/2024	Management	12	Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights despite restrictive language contained in the contingent bylaw amendment.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Exelon Corporation	04/30/2024	Shareholder	13	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	Support FOR this proposal is warranted. The management proposal contains restrictions on special meeting timing and subject matter that shareholders may view as unnecessary. Should both proposals pass, an affirmative vote on the shareholder proposal will signal support for the removal of this restrictive language.
Expedia Group, Inc.	06/25/2024	Management	1	Elect Director Beverly Anderson	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Diller, Ariane Gorin, Craig Jacobson, Peter Kern, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Barry Diller are further warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/25/2024	Management	2	Elect Director M. Moina Banerjee	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Diller, Ariane Gorin, Craig Jacobson, Peter Kern, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Barry Diller are further warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Expedia Group, Inc.	06/25/2024	Management	3	Elect Director Chelsea Clinton	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Diller, Ariane Gorin, Craig Jacobson, Peter Kern, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Barry Diller are further warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/25/2024	Management	4	Elect Director Barry Diller	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Diller, Ariane Gorin, Craig Jacobson, Peter Kern, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Barry Diller are further warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/25/2024	Management	5	Elect Director Henrique Dubugras	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Diller, Ariane Gorin, Craig Jacobson, Peter Kern, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Barry Diller are further warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Expedia Group, Inc.	06/25/2024	Management	6	Elect Director Ariane Gorin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Diller, Ariane Gorin, Craig Jacobson, Peter Kern, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Barry Diller are further warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/25/2024	Management	7	Elect Director Craig Jacobson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Diller, Ariane Gorin, Craig Jacobson, Peter Kern, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Barry Diller are further warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/25/2024	Management	8	Elect Director Peter Kern	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Diller, Ariane Gorin, Craig Jacobson, Peter Kern, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Barry Diller are further warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Expedia Group, Inc.	06/25/2024	Management	9	Elect Director Dara Khosrowshahi	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Diller, Ariane Gorin, Craig Jacobson, Peter Kern, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Barry Diller are further warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/25/2024	Management	10	Elect Director Patricia Menendez Cambo	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Diller, Ariane Gorin, Craig Jacobson, Peter Kern, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Barry Diller are further warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/25/2024	Management	11	Elect Director Alex von Furstenberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Diller, Ariane Gorin, Craig Jacobson, Peter Kern, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Barry Diller are further warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Expedia Group, Inc.	06/25/2024	Management	12	Elect Director Alexandr Wang	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Diller, Ariane Gorin, Craig Jacobson, Peter Kern, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Barry Diller are further warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/25/2024	Management	13	Elect Director Julie Whalen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Diller, Ariane Gorin, Craig Jacobson, Peter Kern, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Barry Diller are further warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Expedia Group, Inc.	06/25/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Expeditors International of Washington, Inc.	05/07/2024	Management	1	Elect Director Glenn M. Alger	For	For	For	For	Votes AGAINST Mark Emmert and Liane Pelletier are warranted for serving as non-independent members of a key board committee. Cautionary vote FOR Nominating and Corporate Governance Committee member Diane Gulyas is warranted as the company has been found to be only partially responsive to last year's majority-supported proposal on producing a report on the effectiveness of diversity, equity, and inclusion efforts. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Expeditors International of Washington, Inc.	05/07/2024	Management	2	Elect Director Robert "Bob" P. Carlile	For	For	For	For	Votes AGAINST Mark Emmert and Liane Pelletier are warranted for serving as non-independent members of a key board committee. Cautionary vote FOR Nominating and Corporate Governance Committee member Diane Gulyas is warranted as the company has been found to be only partially responsive to last year's majority-supported proposal on producing a report on the effectiveness of diversity, equity, and inclusion efforts. A vote FOR the remaining director nominees is warranted.
Expeditors International of Washington, Inc.	05/07/2024	Management	3	Elect Director James "Jim" M. DuBois	For	For	For	For	Votes AGAINST Mark Emmert and Liane Pelletier are warranted for serving as non-independent members of a key board committee. Cautionary vote FOR Nominating and Corporate Governance Committee member Diane Gulyas is warranted as the company has been found to be only partially responsive to last year's majority-supported proposal on producing a report on the effectiveness of diversity, equity, and inclusion efforts. A vote FOR the remaining director nominees is warranted.
Expeditors International of Washington, Inc.	05/07/2024	Management	4	Elect Director Mark A. Emmert	For	For	Against	Against	Votes AGAINST Mark Emmert and Liane Pelletier are warranted for serving as non-independent members of a key board committee. Cautionary vote FOR Nominating and Corporate Governance Committee member Diane Gulyas is warranted as the company has been found to be only partially responsive to last year's majority-supported proposal on producing a report on the effectiveness of diversity, equity, and inclusion efforts. A vote FOR the remaining director nominees is warranted.
Expeditors International of Washington, Inc.	05/07/2024	Management	5	Elect Director Diane H. Gulyas	For	For	For	For	Votes AGAINST Mark Emmert and Liane Pelletier are warranted for serving as non-independent members of a key board committee. Cautionary vote FOR Nominating and Corporate Governance Committee member Diane Gulyas is warranted as the company has been found to be only partially responsive to last year's majority-supported proposal on producing a report on the effectiveness of diversity, equity, and inclusion efforts. A vote FOR the remaining director nominees is warranted.
Expeditors International of Washington, Inc.	05/07/2024	Management	6	Elect Director Jeffrey S. Musser	For	For	For	For	Votes AGAINST Mark Emmert and Liane Pelletier are warranted for serving as non-independent members of a key board committee. Cautionary vote FOR Nominating and Corporate Governance Committee member Diane Gulyas is warranted as the company has been found to be only partially responsive to last year's majority-supported proposal on producing a report on the effectiveness of diversity, equity, and inclusion efforts. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Expeditors International of Washington, Inc.	05/07/2024	Management	7	Elect Director Brandon S. Pedersen	For	For	For	For	Votes AGAINST Mark Emmert and Liane Pelletier are warranted for serving as non-independent members of a key board committee. Cautionary vote FOR Nominating and Corporate Governance Committee member Diane Gulyas is warranted as the company has been found to be only partially responsive to last year's majority-supported proposal on producing a report on the effectiveness of diversity, equity, and inclusion efforts. A vote FOR the remaining director nominees is warranted.
Expeditors International of Washington, Inc.	05/07/2024	Management	8	Elect Director Liane J. Pelletier	For	For	Against	Against	Votes AGAINST Mark Emmert and Liane Pelletier are warranted for serving as non-independent members of a key board committee. Cautionary vote FOR Nominating and Corporate Governance Committee member Diane Gulyas is warranted as the company has been found to be only partially responsive to last year's majority-supported proposal on producing a report on the effectiveness of diversity, equity, and inclusion efforts. A vote FOR the remaining director nominees is warranted.
Expeditors International of Washington, Inc.	05/07/2024	Management	9	Elect Director Olivia D. Polius	For	For	For	For	Votes AGAINST Mark Emmert and Liane Pelletier are warranted for serving as non-independent members of a key board committee. Cautionary vote FOR Nominating and Corporate Governance Committee member Diane Gulyas is warranted as the company has been found to be only partially responsive to last year's majority-supported proposal on producing a report on the effectiveness of diversity, equity, and inclusion efforts. A vote FOR the remaining director nominees is warranted.
Expeditors International of Washington, Inc.	05/07/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Expeditors International of Washington, Inc.	05/07/2024	Management	11	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Expeditors International of Washington, Inc.	05/07/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Expeditors International of Washington, Inc.	05/07/2024	Shareholder	13	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	Against	For	For	For	A vote FOR this proposal is warranted, as reporting metrics on hiring, promotion, or retention would allow shareholders to better assess the effectiveness of Expeditors' diversity, equity and inclusion efforts and management of related risks.
Expeditors International of Washington, Inc.	05/07/2024	Shareholder	14	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	Against	For	For	A vote FOR this proposal is warranted. Setting near- and long-term science-based GHG targets would benefit shareholders by providing important information on the company's plans to transition to a low carbon economy.
Extra Space Storage Inc.	05/23/2024	Management	1	Elect Director Kenneth M. Woolley	For	For	For	For	A vote FOR the director nominees is warranted.
Extra Space Storage Inc.	05/23/2024	Management	2	Elect Director Joseph D. Margolis	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Extra Space Storage Inc.	05/23/2024	Management	3	Elect Director Mark G. Barberio	For	For	For	For	A vote FOR the director nominees is warranted.
Extra Space Storage Inc.	05/23/2024	Management	4	Elect Director Joseph J. Bonner	For	For	For	For	A vote FOR the director nominees is warranted.
Extra Space Storage Inc.	05/23/2024	Management	5	Elect Director Gary L. Crittenden	For	For	For	For	A vote FOR the director nominees is warranted.
Extra Space Storage Inc.	05/23/2024	Management	6	Elect Director Susan Harnett	For	For	For	For	A vote FOR the director nominees is warranted.
Extra Space Storage Inc.	05/23/2024	Management	7	Elect Director Spencer F. Kirk	For	For	For	For	A vote FOR the director nominees is warranted.
Extra Space Storage Inc.	05/23/2024	Management	8	Elect Director Diane Olmstead	For	For	For	For	A vote FOR the director nominees is warranted.
Extra Space Storage Inc.	05/23/2024	Management	9	Elect Director Joseph V. Saffire	For	For	For	For	A vote FOR the director nominees is warranted.
Extra Space Storage Inc.	05/23/2024	Management	10	Elect Director Julia Vander Ploeg	For	For	For	For	A vote FOR the director nominees is warranted.
Extra Space Storage Inc.	05/23/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Extra Space Storage Inc.	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Exxon Mobil Corporation	05/29/2024	Management	1	Elect Director Michael J. Angelakis	For	For	For	For	A vote FOR governance committee chair Joseph L. Hooley is recommended with caution, in connection with the company's ongoing lawsuit against two shareholder proponents, to flag that shareholders may wish to pay close attention to the court's future findings and to the board's actions going forward, including whether the district court finds fully or partially in the company's favor, whether the company chooses to pursue an appeal in the event that the court dismisses the lawsuit, the extent to which it acts to exclude future shareholder proposals without an SEC "no action" determination in the event of a favorable court ruling, and whether it files similar lawsuits against other proponents. A vote FOR all director nominees is warranted.
Exxon Mobil Corporation	05/29/2024	Management	2	Elect Director Angela F. Braly	For	For	For	For	A vote FOR governance committee chair Joseph L. Hooley is recommended with caution, in connection with the company's ongoing lawsuit against two shareholder proponents, to flag that shareholders may wish to pay close attention to the court's future findings and to the board's actions going forward, including whether the district court finds fully or partially in the company's favor, whether the company chooses to pursue an appeal in the event that the court dismisses the lawsuit, the extent to which it acts to exclude future shareholder proposals without an SEC "no action" determination in the event of a favorable court ruling, and whether it files similar lawsuits against other proponents. A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Exxon Mobil Corporation	05/29/2024	Management	3	Elect Director Gregory J. Goff	For	For	For	For	A vote FOR governance committee chair Joseph L. Hooley is recommended with caution, in connection with the company's ongoing lawsuit against two shareholder proponents, to flag that shareholders may wish to pay close attention to the court's future findings and to the board's actions going forward, including whether the district court finds fully or partially in the company's favor, whether the company chooses to pursue an appeal in the event that the court dismisses the lawsuit, the extent to which it acts to exclude future shareholder proposals without an SEC "no action" determination in the event of a favorable court ruling, and whether it files similar lawsuits against other proponents. A vote FOR all director nominees is warranted.
Exxon Mobil Corporation	05/29/2024	Management	4	Elect Director John D. Harris, II	For	For	For	For	A vote FOR governance committee chair Joseph L. Hooley is recommended with caution, in connection with the company's ongoing lawsuit against two shareholder proponents, to flag that shareholders may wish to pay close attention to the court's future findings and to the board's actions going forward, including whether the district court finds fully or partially in the company's favor, whether the company chooses to pursue an appeal in the event that the court dismisses the lawsuit, the extent to which it acts to exclude future shareholder proposals without an SEC "no action" determination in the event of a favorable court ruling, and whether it files similar lawsuits against other proponents. A vote FOR all director nominees is warranted.
Exxon Mobil Corporation	05/29/2024	Management	5	Elect Director Kaisa H. Hietala	For	For	For	For	A vote FOR governance committee chair Joseph L. Hooley is recommended with caution, in connection with the company's ongoing lawsuit against two shareholder proponents, to flag that shareholders may wish to pay close attention to the court's future findings and to the board's actions going forward, including whether the district court finds fully or partially in the company's favor, whether the company chooses to pursue an appeal in the event that the court dismisses the lawsuit, the extent to which it acts to exclude future shareholder proposals without an SEC "no action" determination in the event of a favorable court ruling, and whether it files similar lawsuits against other proponents. A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Exxon Mobil Corporation	05/29/2024	Management	6	Elect Director Joseph L. Hooley	For	For	For	For	A vote FOR governance committee chair Joseph L. Hooley is recommended with caution, in connection with the company's ongoing lawsuit against two shareholder proponents, to flag that shareholders may wish to pay close attention to the court's future findings and to the board's actions going forward, including whether the district court finds fully or partially in the company's favor, whether the company chooses to pursue an appeal in the event that the court dismisses the lawsuit, the extent to which it acts to exclude future shareholder proposals without an SEC "no action" determination in the event of a favorable court ruling, and whether it files similar lawsuits against other proponents. A vote FOR all director nominees is warranted.
Exxon Mobil Corporation	05/29/2024	Management	7	Elect Director Steven A. Kandarian	For	For	For	For	A vote FOR governance committee chair Joseph L. Hooley is recommended with caution, in connection with the company's ongoing lawsuit against two shareholder proponents, to flag that shareholders may wish to pay close attention to the court's future findings and to the board's actions going forward, including whether the district court finds fully or partially in the company's favor, whether the company chooses to pursue an appeal in the event that the court dismisses the lawsuit, the extent to which it acts to exclude future shareholder proposals without an SEC "no action" determination in the event of a favorable court ruling, and whether it files similar lawsuits against other proponents. A vote FOR all director nominees is warranted.
Exxon Mobil Corporation	05/29/2024	Management	8	Elect Director Alexander A. Karsner	For	For	For	For	A vote FOR governance committee chair Joseph L. Hooley is recommended with caution, in connection with the company's ongoing lawsuit against two shareholder proponents, to flag that shareholders may wish to pay close attention to the court's future findings and to the board's actions going forward, including whether the district court finds fully or partially in the company's favor, whether the company chooses to pursue an appeal in the event that the court dismisses the lawsuit, the extent to which it acts to exclude future shareholder proposals without an SEC "no action" determination in the event of a favorable court ruling, and whether it files similar lawsuits against other proponents. A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Exxon Mobil Corporation	05/29/2024	Management	9	Elect Director Lawrence W. Kellner	For	For	For	For	A vote FOR governance committee chair Joseph L. Hooley is recommended with caution, in connection with the company's ongoing lawsuit against two shareholder proponents, to flag that shareholders may wish to pay close attention to the court's future findings and to the board's actions going forward, including whether the district court finds fully or partially in the company's favor, whether the company chooses to pursue an appeal in the event that the court dismisses the lawsuit, the extent to which it acts to exclude future shareholder proposals without an SEC "no action" determination in the event of a favorable court ruling, and whether it files similar lawsuits against other proponents. A vote FOR all director nominees is warranted.
Exxon Mobil Corporation	05/29/2024	Management	10	Elect Director Dina Powell McCormick	For	For	For	For	A vote FOR governance committee chair Joseph L. Hooley is recommended with caution, in connection with the company's ongoing lawsuit against two shareholder proponents, to flag that shareholders may wish to pay close attention to the court's future findings and to the board's actions going forward, including whether the district court finds fully or partially in the company's favor, whether the company chooses to pursue an appeal in the event that the court dismisses the lawsuit, the extent to which it acts to exclude future shareholder proposals without an SEC "no action" determination in the event of a favorable court ruling, and whether it files similar lawsuits against other proponents. A vote FOR all director nominees is warranted.
Exxon Mobil Corporation	05/29/2024	Management	11	Elect Director Jeffrey W. Ubben	For	For	For	For	A vote FOR governance committee chair Joseph L. Hooley is recommended with caution, in connection with the company's ongoing lawsuit against two shareholder proponents, to flag that shareholders may wish to pay close attention to the court's future findings and to the board's actions going forward, including whether the district court finds fully or partially in the company's favor, whether the company chooses to pursue an appeal in the event that the court dismisses the lawsuit, the extent to which it acts to exclude future shareholder proposals without an SEC "no action" determination in the event of a favorable court ruling, and whether it files similar lawsuits against other proponents. A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Exxon Mobil Corporation	05/29/2024	Management	12	Elect Director Darren W. Woods	For	For	For	For	A vote FOR governance committee chair Joseph L. Hooley is recommended with caution, in connection with the company's ongoing lawsuit against two shareholder proponents, to flag that shareholders may wish to pay close attention to the court's future findings and to the board's actions going forward, including whether the district court finds fully or partially in the company's favor, whether the company chooses to pursue an appeal in the event that the court dismisses the lawsuit, the extent to which it acts to exclude future shareholder proposals without an SEC "no action" determination in the event of a favorable court ruling, and whether it files similar lawsuits against other proponents. A vote FOR all director nominees is warranted.
Exxon Mobil Corporation	05/29/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exxon Mobil Corporation	05/29/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Exxon Mobil Corporation	05/29/2024	Shareholder	15	Revisit Executive Pay Incentives for GHG Emission Reductions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because it is usually the prerogative of the board to choose the appropriate executive compensation metrics.
Exxon Mobil Corporation	05/29/2024	Shareholder	16	Report on Median Gender/Racial Pay Gaps	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from median and adjusted racial/gender pay gap reporting that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.
Exxon Mobil Corporation	05/29/2024	Shareholder	17	Report on Reduced Plastics Demand Impact on Financial Assumptions	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to a potential reduction in demand for virgin plastics.
Exxon Mobil Corporation	05/29/2024	Shareholder	18	Report on Social Impact from Plant Closure or Energy Transition	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from additional disclosure on the potential social impacts of the closure or energy transition of the company's facilities may have on the workers and communities. Such information would allow shareholders to better assess the company's efforts to manage and mitigate those risks.
F5, Inc.	03/14/2024	Management	1	Elect Director Marianne N. Budnik	For	For	For	For	Votes AGAINST Alan Higginson and Michael Dreyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
F5, Inc.	03/14/2024	Management	2	Elect Director Elizabeth L. Buse	For	For	For	For	Votes AGAINST Alan Higginson and Michael Dreyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
F5, Inc.	03/14/2024	Management	3	Elect Director Michel Combes	For	For	For	For	Votes AGAINST Alan Higginson and Michael Dreyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
F5, Inc.	03/14/2024	Management	4	Elect Director Michael L. Dreyer	For	For	Against	Against	Votes AGAINST Alan Higginson and Michael Dreyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
F5, Inc.	03/14/2024	Management	5	Elect Director Tami Erwin	For	For	For	For	Votes AGAINST Alan Higginson and Michael Dreyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
F5, Inc.	03/14/2024	Management	6	Elect Director Alan J. Higginson	For	For	Against	Against	Votes AGAINST Alan Higginson and Michael Dreyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
F5, Inc.	03/14/2024	Management	7	Elect Director Peter S. Klein	For	For	For	For	Votes AGAINST Alan Higginson and Michael Dreyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
F5, Inc.	03/14/2024	Management	8	Elect Director Francois Locoh-Donou	For	For	For	For	Votes AGAINST Alan Higginson and Michael Dreyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
F5, Inc.	03/14/2024	Management	9	Elect Director Nikhil Mehta	For	For	For	For	Votes AGAINST Alan Higginson and Michael Dreyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
F5, Inc.	03/14/2024	Management	10	Elect Director Michael F. Montoya	For	For	For	For	Votes AGAINST Alan Higginson and Michael Dreyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
F5, Inc.	03/14/2024	Management	11	Elect Director Sripada Shivananda	For	For	For	For	Votes AGAINST Alan Higginson and Michael Dreyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
F5, Inc.	03/14/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
F5, Inc.	03/14/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fair Isaac Corporation	02/14/2024	Management	1	Elect Director Braden R. Kelly	For	For	Against	Against	Votes AGAINST Braden Kelly, James Kirsner and David Rey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fair Isaac Corporation	02/14/2024	Management	2	Elect Director Fabiola R. Arredondo	For	For	For	For	Votes AGAINST Braden Kelly, James Kirsner and David Rey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	02/14/2024	Management	3	Elect Director James D. Kirsner	For	For	Against	Against	Votes AGAINST Braden Kelly, James Kirsner and David Rey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	02/14/2024	Management	4	Elect Director William J. Lansing	For	For	For	For	Votes AGAINST Braden Kelly, James Kirsner and David Rey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	02/14/2024	Management	5	Elect Director Eva Manolis	For	For	For	For	Votes AGAINST Braden Kelly, James Kirsner and David Rey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	02/14/2024	Management	6	Elect Director Marc F. McMorris	For	For	For	For	Votes AGAINST Braden Kelly, James Kirsner and David Rey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	02/14/2024	Management	7	Elect Director Joanna Rees	For	For	For	For	Votes AGAINST Braden Kelly, James Kirsner and David Rey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	02/14/2024	Management	8	Elect Director David A. Rey	For	For	Against	Against	Votes AGAINST Braden Kelly, James Kirsner and David Rey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	02/14/2024	Management	9	Elect Director H. Tayloe Stansbury	For	For	For	For	Votes AGAINST Braden Kelly, James Kirsner and David Rey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	02/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Fair Isaac Corporation	02/14/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fastenal Company	04/25/2024	Management	1	Elect Director Scott A. Satterlee	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Rita Heise, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius and Rita Heise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fastenal Company	04/25/2024	Management	2	Elect Director Michael J. Ancius	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Rita Heise, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius and Rita Heise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/25/2024	Management	3	Elect Director Stephen L. Eastman	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Rita Heise, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius and Rita Heise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/25/2024	Management	4	Elect Director Daniel L. Florness	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Rita Heise, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius and Rita Heise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/25/2024	Management	5	Elect Director Rita J. Heise	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Rita Heise, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius and Rita Heise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/25/2024	Management	6	Elect Director Hsenghung Sam Hsu	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Rita Heise, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius and Rita Heise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/25/2024	Management	7	Elect Director Daniel L. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Rita Heise, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius and Rita Heise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fastenal Company	04/25/2024	Management	8	Elect Director Nicholas J. Lundquist	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Rita Heise, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius and Rita Heise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/25/2024	Management	9	Elect Director Sarah N. Nielsen	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Rita Heise, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius and Rita Heise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/25/2024	Management	10	Elect Director Irene A. Quarshie	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Rita Heise, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius and Rita Heise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/25/2024	Management	11	Elect Director Reyne K. Wisecup	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Rita Heise, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius and Rita Heise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/25/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fastenal Company	04/25/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Fastenal Company	04/25/2024	Management	14	Eliminate Supermajority Vote Requirement for Business Combinations	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Fastenal Company	04/25/2024	Shareholder	15	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted. Strong support for this proposal could motivate management to continue to seek removal of supermajority voting requirements if Item 4 is not approved.
Federal Realty Investment Trust	05/01/2024	Management	1	Elect Director David W. Faeder	For	For	Against	Against	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Federal Realty Investment Trust	05/01/2024	Management	2	Elect Director Elizabeth I. Holland	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Realty Investment Trust	05/01/2024	Management	3	Elect Director Nicole Y. Lamb-Hale	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Realty Investment Trust	05/01/2024	Management	4	Elect Director Thomas A. McEachin	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Realty Investment Trust	05/01/2024	Management	5	Elect Director Anthony P. Nader, III	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Realty Investment Trust	05/01/2024	Management	6	Elect Director Gail P. Steinel	For	For	Against	Against	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Realty Investment Trust	05/01/2024	Management	7	Elect Director Donald C. Wood	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Realty Investment Trust	05/01/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision.
Federal Realty Investment Trust	05/01/2024	Management	9	Ratify Grant Thornton, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Federal Realty Investment Trust	05/01/2024	Management	10	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Ferguson Plc	05/30/2024	Management	1	Change Jurisdiction of Incorporation from Jersey to Delaware	For	For	For	For	A vote FOR this proposal is warranted. On balance, the reincorporation would be neutral in terms of its impact on shareholder rights. Specifically, the board's rationale for the reincorporation appears sound, as the U.S. is where most of the company's management and operations are based. Moreover, the company is already a U.S. domestic issuer, where it is subject to greater reporting and disclosure obligations.
Ferguson Plc	05/30/2024	Management	2	Amend Articles	For	For	For	For	A vote FOR this proposal is warranted, as the company seeks to adopt governing documents that align with Delaware law in connection with the proposed reincorporation (Item 1), which merits support.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ferguson Plc	05/30/2024	Management	3	Permit Board to Amend Bylaws Without Shareholder Consent	For	For	For	For	A vote FOR this proposal is warranted, as this proposal is expected to allow the board to amend certain bylaws that are minor or of a "housekeeping" nature, while still requiring a shareholder vote on more significant amendments.
Ferguson Plc	05/30/2024	Management	4	Authorize Board to Fill Vacancies	For	For	For	For	A vote FOR this resolution is warranted because no corporate governance concerns have been identified.
Ferguson Plc	05/30/2024	Management	5	Provide Right to Call a Special Meeting	For	Against	Against	Against	A vote AGAINST this proposal is warranted as it is unclear how a higher ownership threshold to call a special meeting would be beneficial for shareholders.
Ferguson Plc	05/30/2024	Management	6	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Ferguson Plc	05/30/2024	Management	7	Amend Exclusive Forum Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Ferguson Plc	05/30/2024	Management	8	Authorize New Class of Preferred Stock	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the board has not specifically stated that the shares may not be used for antitakeover purposes in the future.
Ferguson Plc	05/30/2024	Management	9	Authorize a New Class of Common Stock	For	For	For	For	A vote FOR this proposal is warranted. The authorized share capital is not expected to increase, and the removal of preemptive rights may improve the company's ability to raise capital.
Fidelity National Financial, Inc.	06/12/2024	Management	1	Elect Director Raymond R. Quirk	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Raymond (Randy) Quirk and John Rood are warranted for lack of a majority independent board. WITHHOLD votes for John Rood are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Financial, Inc.	06/12/2024	Management	2	Elect Director Sandra D. Morgan	For	For	For	For	WITHHOLD votes for non-independent nominees Raymond (Randy) Quirk and John Rood are warranted for lack of a majority independent board. WITHHOLD votes for John Rood are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Financial, Inc.	06/12/2024	Management	3	Elect Director Heather H. Miller	For	For	For	For	WITHHOLD votes for non-independent nominees Raymond (Randy) Quirk and John Rood are warranted for lack of a majority independent board. WITHHOLD votes for John Rood are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fidelity National Financial, Inc.	06/12/2024	Management	4	Elect Director John D. Rood	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Raymond (Randy) Quirk and John Rood are warranted for lack of a majority independent board. WITHHOLD votes for John Rood are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Financial, Inc.	06/12/2024	Management	5	Change State of Incorporation from Delaware to Nevada	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the potential financial benefits resulting from the reincorporation are not considered to outweigh the potential negative effects to shareholder rights.
Fidelity National Financial, Inc.	06/12/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Fidelity National Financial, Inc.	06/12/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Fidelity National Information Services, Inc.	06/05/2024	Management	1	Elect Director Lee Adrean	For	For	For	For	Votes AGAINST James Stallings Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services, Inc.	06/05/2024	Management	2	Elect Director Mark D. Benjamin	For	For	For	For	Votes AGAINST James Stallings Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services, Inc.	06/05/2024	Management	3	Elect Director Stephanie L. Ferris	For	For	For	For	Votes AGAINST James Stallings Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services, Inc.	06/05/2024	Management	4	Elect Director Jeffrey A. Goldstein	For	For	For	For	Votes AGAINST James Stallings Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services, Inc.	06/05/2024	Management	5	Elect Director Lisa A. Hook	For	For	For	For	Votes AGAINST James Stallings Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services, Inc.	06/05/2024	Management	6	Elect Director Kenneth T. Lamneck	For	For	For	For	Votes AGAINST James Stallings Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services, Inc.	06/05/2024	Management	7	Elect Director Gary L. Lauer	For	For	For	For	Votes AGAINST James Stallings Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services, Inc.	06/05/2024	Management	8	Elect Director James B. Stallings, Jr.	For	For	Against	Against	Votes AGAINST James Stallings Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services, Inc.	06/05/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Fidelity National Information Services, Inc.	06/05/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fifth Third Bancorp	04/16/2024	Management	1	Elect Director Nicholas K. Akins	For	For	For	For	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	2	Elect Director B. Evan Bayh, III	For	For	Against	Against	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	3	Elect Director Jorge L. Benitez	For	For	For	For	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	4	Elect Director Katherine B. Blackburn	For	For	For	For	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	5	Elect Director Emerson L. Brumback	For	For	Against	Against	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	6	Elect Director Linda W. Clement-Holmes	For	For	For	For	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	7	Elect Director C. Bryan Daniels	For	For	For	For	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	8	Elect Director Laurent Desmangles	For	For	For	For	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	9	Elect Director Mitchell S. Feiger	For	For	For	For	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fifth Third Bancorp	04/16/2024	Management	10	Elect Director Thomas H. Harvey	For	For	For	For	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	11	Elect Director Gary R. Heminger	For	For	Against	Against	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	12	Elect Director Eileen A. Mallesch	For	For	For	For	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	13	Elect Director Michael B. McCallister	For	For	Against	Against	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	14	Elect Director Kathleen A. Rogers	For	For	For	For	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	15	Elect Director Timothy N. Spence	For	For	For	For	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	16	Elect Director Marsha C. Williams	For	For	Against	Against	Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/16/2024	Management	17	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fifth Third Bancorp	04/16/2024	Management	18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Fifth Third Bancorp	04/16/2024	Management	19	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 10.22 percent is excessive.
Fifth Third Bancorp	04/16/2024	Management	20	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable employer contribution, and has reasonable limits on employee contributions.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First American Financial Corporation	05/21/2024	Management	1	Elect Director Dennis J. Gilmore	For	For	Against	Against	Votes AGAINST non-independent nominee Dennis Gilmore are warranted for lack of majority independent board. A vote FOR the remaining director nominees is warranted.
First American Financial Corporation	05/21/2024	Management	2	Elect Director Margaret M. McCarthy	For	For	For	For	Votes AGAINST non-independent nominee Dennis Gilmore are warranted for lack of majority independent board. A vote FOR the remaining director nominees is warranted.
First American Financial Corporation	05/21/2024	Management	3	Elect Director Martha B. Wyrsh	For	For	For	For	Votes AGAINST non-independent nominee Dennis Gilmore are warranted for lack of majority independent board. A vote FOR the remaining director nominees is warranted.
First American Financial Corporation	05/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
First American Financial Corporation	05/21/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Citizens BancShares, Inc.	05/01/2024	Management	1	Elect Director Ellen R. Alemany	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	05/01/2024	Management	2	Elect Director John M. Alexander, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Citizens BancShares, Inc.	05/01/2024	Management	3	Elect Director Victor E. Bell, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	05/01/2024	Management	4	Elect Director Peter M. Bristow	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	05/01/2024	Management	5	Elect Director Hope H. Bryant	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Citizens BancShares, Inc.	05/01/2024	Management	6	Elect Director Michael A. Carpenter	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	05/01/2024	Management	7	Elect Director H. Lee Durham, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	05/01/2024	Management	8	Elect Director Eugene Flood, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Citizens BancShares, Inc.	05/01/2024	Management	9	Elect Director Frank B. Holding, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	05/01/2024	Management	10	Elect Director Robert R. Hoppe	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	05/01/2024	Management	11	Elect Director David G. Leitch	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Citizens BancShares, Inc.	05/01/2024	Management	12	Elect Director Robert E. Mason, IV	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	05/01/2024	Management	13	Elect Director Robert T. Newcomb	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	05/01/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Citizens BancShares, Inc.	05/01/2024	Management	15	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
First Citizens BancShares, Inc.	05/01/2024	Shareholder	16	Report on Overseeing Risks Related to Discrimination Including Religious/Political Views	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against customers.
First Hawaiian, Inc.	04/24/2024	Management	1	Elect Director Michael K. Fujimoto	For	For	Against	Against	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	2	Elect Director Robert S. Harrison	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Hawaiian, Inc.	04/24/2024	Management	3	Elect Director Faye W. Kurren	For	For	Against	Against	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	4	Elect Director James S. Moffatt	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	5	Elect Director Mark M. Mugiishi	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	6	Elect Director Kelly A. Thompson	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	7	Elect Director Allen B. Uyeda	For	For	Against	Against	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	8	Elect Director Vanessa L. Washington	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	9	Elect Director C. Scott Wo	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Hawaiian, Inc.	04/24/2024	Management	11	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Hawaiian, Inc.	04/24/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Horizon Corporation	04/23/2024	Management	1	Elect Director Harry V. Barton, Jr.	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	2	Elect Director Velia M. Carboni	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Horizon Corporation	04/23/2024	Management	3	Elect Director John C. Compton	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	4	Elect Director Wendy P. Davidson	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	5	Elect Director John W. Dietrich	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	6	Elect Director D. Bryan Jordan	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	7	Elect Director J. Michael Kemp, Sr.	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	8	Elect Director Rick E. Maples	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	9	Elect Director Vicki R. Palmer	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	10	Elect Director Colin V. Reed	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	11	Elect Director Cecelia D. Stewart	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	12	Elect Director Rosa Sugranes	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/23/2024	Management	13	Elect Director R. Eugene Taylor	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Horizon Corporation	04/23/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Horizon Corporation	04/23/2024	Management	15	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
First Horizon Corporation	04/23/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
First Industrial Realty Trust, Inc.	04/30/2024	Management	1	Elect Director Peter E. Baccile	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc.	04/30/2024	Management	2	Elect Director Teresa Bryce Bazemore	For	For	For	For	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc.	04/30/2024	Management	3	Elect Director Matthew S. Dominski	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc.	04/30/2024	Management	4	Elect Director H. Patrick Hackett, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc.	04/30/2024	Management	5	Elect Director Denise A. Olsen	For	For	For	For	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Industrial Realty Trust, Inc.	04/30/2024	Management	6	Elect Director John E. Rau	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc.	04/30/2024	Management	7	Elect Director Marcus L. Smith	For	For	For	For	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc.	04/30/2024	Management	8	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:- The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.- The plan allows for single-trigger vesting of awards in the event of a change-in-control.
First Industrial Realty Trust, Inc.	04/30/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Industrial Realty Trust, Inc.	04/30/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Solar, Inc.	05/08/2024	Management	1	Elect Director Michael J. Ahearn	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/08/2024	Management	2	Elect Director Anita Marangoly George	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/08/2024	Management	3	Elect Director Molly E. Joseph	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Solar, Inc.	05/08/2024	Management	4	Elect Director Lisa A. Kro	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/08/2024	Management	5	Elect Director William J. Post	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/08/2024	Management	6	Elect Director Venkata "Murthy" Renduchintala	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/08/2024	Management	7	Elect Director Paul H. Stebbins	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/08/2024	Management	8	Elect Director Michael T. Sweeney	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/08/2024	Management	9	Elect Director Mark R. Widmar	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Solar, Inc.	05/08/2024	Management	10	Elect Director Norman L. Wright	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/08/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Solar, Inc.	05/08/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
First Solar, Inc.	05/08/2024	Management	13	Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, despite restrictive language and a relatively high ownership threshold, a vote FOR this proposal is warranted as it represents an enhancement of shareholder rights.
First Solar, Inc.	05/08/2024	Shareholder	14	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR the proposal is warranted. Though some shareholders may be concerned regarding a 13D-filer who could increase his ownership threshold to near or above 10 percent of outstanding shares, the passage of the shareholder proposal would signal support for the adoption of an ownership threshold lower than the 25 percent proposed by the board.
FirstEnergy Corp.	05/22/2024	Management	1	Elect Director Heidi L. Boyd	For	For	For	For	A vote FOR all director nominees is warranted.
FirstEnergy Corp.	05/22/2024	Management	2	Elect Director Jana T. Croom	For	For	For	For	A vote FOR all director nominees is warranted.
FirstEnergy Corp.	05/22/2024	Management	3	Elect Director Steven J. Demetriou	For	For	For	For	A vote FOR all director nominees is warranted.
FirstEnergy Corp.	05/22/2024	Management	4	Elect Director Lisa Winston Hicks	For	For	For	For	A vote FOR all director nominees is warranted.
FirstEnergy Corp.	05/22/2024	Management	5	Elect Director Paul Kaleta	For	For	For	For	A vote FOR all director nominees is warranted.
FirstEnergy Corp.	05/22/2024	Management	6	Elect Director James F. O'Neil, III	For	For	For	For	A vote FOR all director nominees is warranted.
FirstEnergy Corp.	05/22/2024	Management	7	Elect Director John W. Somerhalder, II	For	For	For	For	A vote FOR all director nominees is warranted.
FirstEnergy Corp.	05/22/2024	Management	8	Elect Director Brian X. Tierney	For	For	For	For	A vote FOR all director nominees is warranted.
FirstEnergy Corp.	05/22/2024	Management	9	Elect Director Leslie M. Turner	For	For	For	For	A vote FOR all director nominees is warranted.
FirstEnergy Corp.	05/22/2024	Management	10	Elect Director Melvin D. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
FirstEnergy Corp.	05/22/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FirstEnergy Corp.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
FirstEnergy Corp.	05/22/2024	Shareholder	13	Report on Integrating GHG Emissions Reductions Targets into Executive Compensation	Against	For	For	For	A vote FOR this proposal is warranted, as the requested report would provide enhanced disclosure on the company's commitments to long term value with respect to GHG emissions and the transition to a low-carbon economy.
FirstEnergy Corp.	05/22/2024	Shareholder	14	Amend Clawback Policy	Against	Against	For	For	A vote FOR this proposal is warranted as additional disclosure on the company's recoupment of incentive pay to any NEO due to conduct or negligence would benefit shareholders.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FirstEnergy Corp.	05/22/2024	Shareholder	15	Report on Financial Statement Assumptions and Climate Change	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because it is usually the prerogative of the board to choose the appropriate executive compensation metrics.
Fiserv, Inc.	05/15/2024	Management	1	Elect Director Frank J. Bisignano	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/15/2024	Management	2	Elect Director Henrique de Castro	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/15/2024	Management	3	Elect Director Harry F. DiSimone	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/15/2024	Management	4	Elect Director Lance M. Fritz	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/15/2024	Management	5	Elect Director Ajei S. Gopal	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/15/2024	Management	6	Elect Director Wafaa Mamilli	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/15/2024	Management	7	Elect Director Heidi G. Miller	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/15/2024	Management	8	Elect Director Doyle R. Simons	For	For	Withhold	Withhold	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/15/2024	Management	9	Elect Director Kevin M. Warren	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/15/2024	Management	10	Elect Director Charlotte B. Yarkoni	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Fiserv, Inc.	05/15/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Five Below, Inc.	06/11/2024	Management	1	Elect Director Joel D. Anderson	For	For	For	For	Votes AGAINST Thomas Ryan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Below, Inc.	06/11/2024	Management	2	Elect Director Kathleen S. Barclay	For	For	For	For	Votes AGAINST Thomas Ryan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Five Below, Inc.	06/11/2024	Management	3	Elect Director Karen Bowman	For	For	For	For	Votes AGAINST Thomas Ryan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Below, Inc.	06/11/2024	Management	4	Elect Director Dinesh S. Lathi	For	For	For	For	Votes AGAINST Thomas Ryan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Below, Inc.	06/11/2024	Management	5	Elect Director Richard L. Markee	For	For	For	For	Votes AGAINST Thomas Ryan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Below, Inc.	06/11/2024	Management	6	Elect Director Thomas M. Ryan	For	For	Against	Against	Votes AGAINST Thomas Ryan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Below, Inc.	06/11/2024	Management	7	Elect Director Mimi E. Vaughn	For	For	For	For	Votes AGAINST Thomas Ryan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Below, Inc.	06/11/2024	Management	8	Elect Director Thomas G. Vellios	For	For	For	For	Votes AGAINST Thomas Ryan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Below, Inc.	06/11/2024	Management	9	Elect Director Zuhairah S. Washington	For	For	For	For	Votes AGAINST Thomas Ryan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Below, Inc.	06/11/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Five Below, Inc.	06/11/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Five9, Inc.	05/14/2024	Management	1	Elect Director Michael Burdiek	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Michael Burdiek and Julie Iskow due to board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Five9, Inc.	05/14/2024	Management	2	Elect Director Julie Iskow	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Michael Burdiek and Julie Iskow due to board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Five9, Inc.	05/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although a pay-for-performance misalignment is mitigated for the year in review, the compensation committee was not fully responsive to shareholder concerns following a low say-on-pay vote result. In particular, shareholders noted concerns regarding one-time grants given to the CEO and other NEO grants in FY22, yet the compensation committee did not provide any safeguards or assurances regarding any potential future grants going forward, though it is noted that some positive changes were made to the annual pay programs in response to shareholder feedback.
Five9, Inc.	05/14/2024	Management	4	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Five9, Inc.	05/14/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flowers Foods, Inc.	05/23/2024	Management	1	Elect Director A. Ryals McMullian	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	2	Elect Director Edward J. Casey, Jr.	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	3	Elect Director Thomas C. Chubb, III	For	For	Against	Against	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	4	Elect Director George E. Deese	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Flowers Foods, Inc.	05/23/2024	Management	5	Elect Director Rhonda O. Gass	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	6	Elect Director Brigitte H. King	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	7	Elect Director Margaret G. Lewis	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	8	Elect Director W. Jameson McFadden	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	9	Elect Director Joanne D. Smith	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	10	Elect Director James T. Spear	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	11	Elect Director Melvin T. Stith	For	For	Against	Against	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Flowers Foods, Inc.	05/23/2024	Management	12	Elect Director C. Martin Wood, III	For	For	Against	Against	Votes AGAINST Melvin Stith and C. Martin Wood III are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Thomas (Tom) Chubb III are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Flowers Foods, Inc.	05/23/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flowserve Corporation	05/16/2024	Management	1	Elect Director R. Scott Rowe	For	For	For	For	Votes AGAINST Gayla Delly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	2	Elect Director Sujeet Chand	For	For	For	For	Votes AGAINST Gayla Delly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	3	Elect Director Ruby R. Chandy	For	For	For	For	Votes AGAINST Gayla Delly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	4	Elect Director Gayla J. Delly	For	For	Against	Against	Votes AGAINST Gayla Delly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	5	Elect Director John L. Garrison	For	For	For	For	Votes AGAINST Gayla Delly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	6	Elect Director Cheryl H. Johnson	For	For	For	For	Votes AGAINST Gayla Delly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	7	Elect Director Michael C. McMurray	For	For	For	For	Votes AGAINST Gayla Delly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	8	Elect Director Thomas B. Okray	For	For	For	For	Votes AGAINST Gayla Delly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	9	Elect Director David E. Roberts	For	For	For	For	Votes AGAINST Gayla Delly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	10	Elect Director Kenneth I. Siegel	For	For	For	For	Votes AGAINST Gayla Delly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	11	Elect Director Carlyn R. Taylor	For	For	For	For	Votes AGAINST Gayla Delly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Flowserve Corporation	05/16/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flowserve Corporation	05/16/2024	Management	14	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable employer contribution, and has reasonable limits on employee contributions.
Flowserve Corporation	05/16/2024	Shareholder	15	Report on Political Contributions and Expenditures	Against	Against	For	For	A vote FOR this proposal is warranted, as the requested report would further bolster the company's stated values and efforts, and would enable shareholders to have a more comprehensive understanding of how the company oversees and manages related risks.
FMC Corporation	04/30/2024	Management	1	Elect Director Pierre Brondeau	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/30/2024	Management	2	Elect Director Eduardo E. Cordeiro	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/30/2024	Management	3	Elect Director Carol Anthony ("John") Davidson	For	For	For	For	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/30/2024	Management	4	Elect Director Mark Douglas	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FMC Corporation	04/30/2024	Management	5	Elect Director Kathy L. Fortmann	For	For	For	For	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/30/2024	Management	6	Elect Director C. Scott Greer	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/30/2024	Management	7	Elect Director K'Lynne Johnson	For	For	For	For	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/30/2024	Management	8	Elect Director Dirk A. Kempthorne	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/30/2024	Management	9	Elect Director Margareth Ovrum	For	For	For	For	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FMC Corporation	04/30/2024	Management	10	Elect Director Robert C. Pallash	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/30/2024	Management	11	Elect Director Patricia Verduin	For	For	For	For	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/30/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FMC Corporation	04/30/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
FMC Corporation	04/30/2024	Shareholder	14	Adopt Simple Majority Vote	For	For	For	For	A vote FOR this proposal is warranted given that the elimination of the supermajority vote requirement would enhance shareholder rights.
Ford Motor Company	05/09/2024	Management	1	Elect Director Kimberly A. Casiano	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ford Motor Company	05/09/2024	Management	2	Elect Director Alexandra Ford English	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/09/2024	Management	3	Elect Director James D. Farley, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/09/2024	Management	4	Elect Director Henry Ford, III	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ford Motor Company	05/09/2024	Management	5	Elect Director William Clay Ford, Jr.	For	Against	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/09/2024	Management	6	Elect Director William W. Helman, IV	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/09/2024	Management	7	Elect Director Jon M. Huntsman, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ford Motor Company	05/09/2024	Management	8	Elect Director William E. Kennard	For	Against	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/09/2024	Management	9	Elect Director John C. May	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/09/2024	Management	10	Elect Director Beth E. Mooney	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ford Motor Company	05/09/2024	Management	11	Elect Director Lynn Vojvodich Radakovich	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/09/2024	Management	12	Elect Director John L. Thornton	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/09/2024	Management	13	Elect Director John B. Veihmeyer	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ford Motor Company	05/09/2024	Management	14	Elect Director John S. Weinberg	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/09/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ford Motor Company	05/09/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Ford Motor Company	05/09/2024	Management	17	Approve Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Ford Motor Company	05/09/2024	Shareholder	18	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted, as it would provide shareholders of the company with equal voting rights on all voting items.
Ford Motor Company	05/09/2024	Shareholder	19	Report on Reliance on Child Labor in Supply Chain	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to eliminate child labor from its supply chain would allow investors to better understand how the company is managing human rights-related risks in its supply chain.
Ford Motor Company	05/09/2024	Shareholder	20	Report on Sustainable Sourcing Policies	Against	Against	For	For	A vote FOR this proposal is warranted, as further disclosure would provide additional information on the company's sustainability practices, particularly in its supply chains. In addition, the report would help shareholders assess the company's management of related risks, as well as adequately track progress.
Fortinet, Inc.	06/14/2024	Management	1	Elect Director Ken Xie	For	For	For	For	Votes AGAINST Ming Hsieh and William Neukom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/14/2024	Management	2	Elect Director Michael Xie	For	For	For	For	Votes AGAINST Ming Hsieh and William Neukom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/14/2024	Management	3	Elect Director Kenneth A. Goldman	For	For	For	For	Votes AGAINST Ming Hsieh and William Neukom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fortinet, Inc.	06/14/2024	Management	4	Elect Director Ming Hsieh	For	For	Against	Against	Votes AGAINST Ming Hsieh and William Neukom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/14/2024	Management	5	Elect Director Jean Hu	For	For	For	For	Votes AGAINST Ming Hsieh and William Neukom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/14/2024	Management	6	Elect Director William H. Neukom	For	For	Against	Against	Votes AGAINST Ming Hsieh and William Neukom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/14/2024	Management	7	Elect Director Judith Sim	For	For	For	For	Votes AGAINST Ming Hsieh and William Neukom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/14/2024	Management	8	Elect Director James Stavridis	For	For	For	For	Votes AGAINST Ming Hsieh and William Neukom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/14/2024	Management	9	Elect Director Mary Agnes "Maggie" Wilderotter	For	For	For	For	Votes AGAINST Ming Hsieh and William Neukom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/14/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fortinet, Inc.	06/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Fortive Corporation	06/04/2024	Management	1	Elect Director Eric Branderiz	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/04/2024	Management	2	Elect Director Daniel L. Comas	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/04/2024	Management	3	Elect Director Sharmistha Dubey	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/04/2024	Management	4	Elect Director Rejji P. Hayes	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/04/2024	Management	5	Elect Director Wright Lassiter, III	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/04/2024	Management	6	Elect Director James A. Lico	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/04/2024	Management	7	Elect Director Kate D. Mitchell	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/04/2024	Management	8	Elect Director Jeannine P. Sargent	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/04/2024	Management	9	Elect Director Alan G. Spoon	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/04/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Fortive Corporation	06/04/2024	Management	11	Amend Certificate of Incorporation to Include Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Fortive Corporation	06/04/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fortive Corporation	06/04/2024	Shareholder	13	Amend Bylaw Regarding Stockholder Approval of Director Compensation	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the proponent has not raised a compelling argument for adopting a novel and potentially disruptive binding bylaw amendment pertaining to director compensation. Furthermore, in the absence of director pay magnitude and structure concerns, this proposal seeks a requirement that is considered overly prescriptive.
Fortune Brands Innovations, Inc.	05/07/2024	Management	1	Elect Director Ameer Chande	For	For	For	For	Votes AGAINST Ann Hackett are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jeffery Perry are warranted for serving as a director on more than four public company boards. A vote FOR Ameer Chande is warranted.
Fortune Brands Innovations, Inc.	05/07/2024	Management	2	Elect Director Ann Fritz Hackett	For	For	Against	Against	Votes AGAINST Ann Hackett are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jeffery Perry are warranted for serving as a director on more than four public company boards. A vote FOR Ameer Chande is warranted.
Fortune Brands Innovations, Inc.	05/07/2024	Management	3	Elect Director Jeffery S. Perry	For	For	Against	Against	Votes AGAINST Ann Hackett are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jeffery Perry are warranted for serving as a director on more than four public company boards. A vote FOR Ameer Chande is warranted.
Fortune Brands Innovations, Inc.	05/07/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fortune Brands Innovations, Inc.	05/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Fortune Brands Innovations, Inc.	05/07/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Franklin Resources, Inc.	02/06/2024	Management	1	Elect Director Mariann Byerwalter	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members John Kim, Karen King, John Thiel, Seth Waugh, and Geoffrey Yang are warranted given significant concerns surrounding the magnitude and lack of disclosure relating to a bonus to one non-CEO NEO. A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/06/2024	Management	2	Elect Director Alexander S. Friedman	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members John Kim, Karen King, John Thiel, Seth Waugh, and Geoffrey Yang are warranted given significant concerns surrounding the magnitude and lack of disclosure relating to a bonus to one non-CEO NEO. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Franklin Resources, Inc.	02/06/2024	Management	3	Elect Director Gregory E. Johnson	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members John Kim, Karen King, John Thiel, Seth Waugh, and Geoffrey Yang are warranted given significant concerns surrounding the magnitude and lack of disclosure relating to a bonus to one non-CEO NEO. A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/06/2024	Management	4	Elect Director Jennifer M. Johnson	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members John Kim, Karen King, John Thiel, Seth Waugh, and Geoffrey Yang are warranted given significant concerns surrounding the magnitude and lack of disclosure relating to a bonus to one non-CEO NEO. A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/06/2024	Management	5	Elect Director Rupert H. Johnson, Jr.	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members John Kim, Karen King, John Thiel, Seth Waugh, and Geoffrey Yang are warranted given significant concerns surrounding the magnitude and lack of disclosure relating to a bonus to one non-CEO NEO. A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/06/2024	Management	6	Elect Director John Y. Kim	For	Against	Against	Against	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members John Kim, Karen King, John Thiel, Seth Waugh, and Geoffrey Yang are warranted given significant concerns surrounding the magnitude and lack of disclosure relating to a bonus to one non-CEO NEO. A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/06/2024	Management	7	Elect Director Karen M. King	For	Against	Against	Against	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members John Kim, Karen King, John Thiel, Seth Waugh, and Geoffrey Yang are warranted given significant concerns surrounding the magnitude and lack of disclosure relating to a bonus to one non-CEO NEO. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Franklin Resources, Inc.	02/06/2024	Management	8	Elect Director Anthony J. Noto	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members John Kim, Karen King, John Thiel, Seth Waugh, and Geoffrey Yang are warranted given significant concerns surrounding the magnitude and lack of disclosure relating to a bonus to one non-CEO NEO. A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/06/2024	Management	9	Elect Director John W. Thiel	For	Against	Against	Against	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members John Kim, Karen King, John Thiel, Seth Waugh, and Geoffrey Yang are warranted given significant concerns surrounding the magnitude and lack of disclosure relating to a bonus to one non-CEO NEO. A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/06/2024	Management	10	Elect Director Seth H. Waugh	For	Against	Against	Against	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members John Kim, Karen King, John Thiel, Seth Waugh, and Geoffrey Yang are warranted given significant concerns surrounding the magnitude and lack of disclosure relating to a bonus to one non-CEO NEO. A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/06/2024	Management	11	Elect Director Geoffrey Y. Yang	For	Against	Against	Against	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members John Kim, Karen King, John Thiel, Seth Waugh, and Geoffrey Yang are warranted given significant concerns surrounding the magnitude and lack of disclosure relating to a bonus to one non-CEO NEO. A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/06/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Franklin Resources, Inc.	02/06/2024	Management	13	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Freeport-McMoRan, Inc.	06/11/2024	Management	1	Elect Director David P. Abney	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/11/2024	Management	2	Elect Director Richard C. Adkerson	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/11/2024	Management	3	Elect Director Marcela E. Donadio	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Freeport-McMoRan, Inc.	06/11/2024	Management	4	Elect Director Robert W. Dudley	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/11/2024	Management	5	Elect Director Hugh Grant	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/11/2024	Management	6	Elect Director Lydia H. Kennard	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/11/2024	Management	7	Elect Director Ryan M. Lance	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/11/2024	Management	8	Elect Director Sara Grootwassink Lewis	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/11/2024	Management	9	Elect Director Dustan E. McCoy	For	For	Against	Against	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/11/2024	Management	10	Elect Director Kathleen L. Quirk	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/11/2024	Management	11	Elect Director John J. Stephens	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/11/2024	Management	12	Elect Director Frances Fragos Townsend	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/11/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Freeport-McMoRan, Inc.	06/11/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Freeport-McMoRan, Inc.	06/11/2024	Management	15	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
FTI Consulting, Inc.	06/05/2024	Management	1	Elect Director Brenda J. Bacon	For	For	Against	Against	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	2	Elect Director Mark S. Bartlett	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FTI Consulting, Inc.	06/05/2024	Management	3	Elect Director Elsy Boglioli	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	4	Elect Director Claudio Costamagna	For	For	Against	Against	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	5	Elect Director Nicholas C. Fanandakis	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	6	Elect Director Steven H. Gunby	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	7	Elect Director Gerard E. Holthaus	For	For	Against	Against	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	8	Elect Director Stephen C. Robinson	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	9	Elect Director Laureen E. Seeger	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/05/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FTI Consulting, Inc.	06/05/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Gaming and Leisure Properties, Inc.	06/13/2024	Management	1	Elect Director Peter M. Carlino	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/13/2024	Management	2	Elect Director Debra Martin Chase	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/13/2024	Management	3	Elect Director Carol "Lili" Lynton	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/13/2024	Management	4	Elect Director Joseph W. Marshall, III	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/13/2024	Management	5	Elect Director James B. Perry	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/13/2024	Management	6	Elect Director Barry F. Schwartz	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/13/2024	Management	7	Elect Director Earl C. Shanks	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/13/2024	Management	8	Elect Director E. Scott Urdang	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/13/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gaming and Leisure Properties, Inc.	06/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Garmin Ltd.	06/07/2024	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this routine item is warranted.
Garmin Ltd.	06/07/2024	Management	2	Approve Allocation of Income and Dividends	For	For	For	For	A vote FOR the allocation of income resolutions are considered warranted due to a lack of concerns.
Garmin Ltd.	06/07/2024	Management	3	Approve Dividends	For	For	For	For	A vote FOR the allocation of income resolutions are considered warranted due to a lack of concerns.
Garmin Ltd.	06/07/2024	Management	4	Approve Discharge of Board and Senior Management	For	For	For	For	A vote FOR this item is warranted, as there is no evidence that the board and senior management have not fulfilled their fiduciary duties.
Garmin Ltd.	06/07/2024	Management	5	Elect Director Jonathan C. Burrell	For	For	For	For	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Joseph Hartnett are warranted for lack of a majority independent board. Votes AGAINST Joseph Hartnett are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/07/2024	Management	6	Elect Director Joseph J. Hartnett	For	For	Against	Against	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Joseph Hartnett are warranted for lack of a majority independent board. Votes AGAINST Joseph Hartnett are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/07/2024	Management	7	Elect Director Min H. Kao	For	For	Against	Against	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Joseph Hartnett are warranted for lack of a majority independent board. Votes AGAINST Joseph Hartnett are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/07/2024	Management	8	Elect Director Catherine A. Lewis	For	For	For	For	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Joseph Hartnett are warranted for lack of a majority independent board. Votes AGAINST Joseph Hartnett are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/07/2024	Management	9	Elect Director Clifton A. Pemble	For	For	Against	Against	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Joseph Hartnett are warranted for lack of a majority independent board. Votes AGAINST Joseph Hartnett are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/07/2024	Management	10	Elect Director Susan M. Ball	For	For	For	For	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Joseph Hartnett are warranted for lack of a majority independent board. Votes AGAINST Joseph Hartnett are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Garmin Ltd.	06/07/2024	Management	11	Elect Min H. Kao as Board Chair	For	For	Against	Against	A vote AGAINST this proposal is warranted as the election of this individual to the board does not warrant support.
Garmin Ltd.	06/07/2024	Management	12	Appoint Jonathan C. Burrell as Member of the Compensation Committee	For	For	For	For	A vote AGAINST Joseph Hartnett is warranted for serving as a non-independent member of the Compensation Committee. In addition, his election to the board does not warrant support. A vote FOR the remaining nominees as members of the Compensation Committee is warranted.
Garmin Ltd.	06/07/2024	Management	13	Appoint Joseph J. Hartnett as Member of the Compensation Committee	For	For	Against	Against	A vote AGAINST Joseph Hartnett is warranted for serving as a non-independent member of the Compensation Committee. In addition, his election to the board does not warrant support. A vote FOR the remaining nominees as members of the Compensation Committee is warranted.
Garmin Ltd.	06/07/2024	Management	14	Appoint Catherine A. Lewis as Member of the Compensation Committee	For	For	For	For	A vote AGAINST Joseph Hartnett is warranted for serving as a non-independent member of the Compensation Committee. In addition, his election to the board does not warrant support. A vote FOR the remaining nominees as members of the Compensation Committee is warranted.
Garmin Ltd.	06/07/2024	Management	15	Appoint Susan M. Ball as Member of the Compensation Committee	For	For	For	For	A vote AGAINST Joseph Hartnett is warranted for serving as a non-independent member of the Compensation Committee. In addition, his election to the board does not warrant support. A vote FOR the remaining nominees as members of the Compensation Committee is warranted.
Garmin Ltd.	06/07/2024	Management	16	Designate Wuersch & Gering LLP as Independent Proxy	For	For	For	For	A vote FOR this proposal is warranted due to a lack of concerns.
Garmin Ltd.	06/07/2024	Management	17	Ratify Ernst & Young LLP as Auditors and Ernst & Young Ltd as Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Garmin Ltd.	06/07/2024	Management	18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Garmin Ltd.	06/07/2024	Management	19	Advisory Vote on the Swiss Statutory Compensation Report	For	For	Against	Against	The CEO pay ratio exceeds 100.
Garmin Ltd.	06/07/2024	Management	20	Approve Non-Financial Report	For	For	For	For	A vote FOR the approval of the company's non-financial report is warranted. Nevertheless, support is qualified considering the lack of external assurance that would confirm the validity of the information.
Garmin Ltd.	06/07/2024	Management	21	Approve Fiscal Year 2025 Maximum Aggregate Compensation for the Executive Management	For	For	For	For	As the company is classified as a US domestic issuer, and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US say-on-pay analysis. Accordingly, a FOR this proposal is warranted.
Garmin Ltd.	06/07/2024	Management	22	Approve Maximum Aggregate Compensation for the Board of Directors for the Period Between the 2024 AGM and the 2025 AGM	For	For	For	For	A vote FOR this resolution is warranted because the proposed amount is broadly in line with market practice.
Garmin Ltd.	06/07/2024	Management	23	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Garmin Ltd.	06/07/2024	Management	24	Amend Articles to Reflect Changes in Capital	For	For	Against	Against	A vote AGAINST this proposal is warranted as the share issuance request is not within the recommended limit.
Gartner, Inc.	06/06/2024	Management	1	Elect Director Peter E. Bisson	For	For	For	For	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen (Steve) Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/06/2024	Management	2	Elect Director Richard J. Bressler	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen (Steve) Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/06/2024	Management	3	Elect Director Raul E. Cesan	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen (Steve) Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/06/2024	Management	4	Elect Director Karen E. Dykstra	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen (Steve) Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Gartner, Inc.	06/06/2024	Management	5	Elect Director Diana S. Ferguson	For	For	For	For	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen (Steve) Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/06/2024	Management	6	Elect Director Anne Sutherland Fuchs	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen (Steve) Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/06/2024	Management	7	Elect Director William O. Grabe	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen (Steve) Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/06/2024	Management	8	Elect Director Jose M. Gutierrez	For	For	For	For	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen (Steve) Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/06/2024	Management	9	Elect Director Eugene A. Hall	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen (Steve) Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Gartner, Inc.	06/06/2024	Management	10	Elect Director Stephen G. Pagliuca	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen (Steve) Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/06/2024	Management	11	Elect Director Eileen M. Serra	For	For	For	For	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen (Steve) Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/06/2024	Management	12	Elect Director James C. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen (Steve) Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/06/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Gartner, Inc.	06/06/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gates Industrial Corporation plc	06/20/2024	Management	1	Elect Director Fredrik Eliasson	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	2	Elect Director James W. Ireland, III	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	3	Elect Director Ivo Jurek	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	4	Elect Director Stephanie K. Mains	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	5	Elect Director Seth A. Meisel	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	6	Elect Director Wilson S. Neely	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	7	Elect Director Neil P. Simpkins	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	8	Elect Director Alicia L. Tillman	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	9	Elect Director Molly P. Zhang (Peifang Zhang)	For	For	For	For	A vote FOR all director nominees is warranted.
Gates Industrial Corporation plc	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Gates Industrial Corporation plc	06/20/2024	Management	11	Approve Remuneration Report	For	For	Against	Against	The CEO pay ratio exceeds 100.
Gates Industrial Corporation plc	06/20/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Gates Industrial Corporation plc	06/20/2024	Management	13	Reappoint Deloitte LLP as UK Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gates Industrial Corporation plc	06/20/2024	Management	14	Authorize Audit Committee to Fix Remuneration of UK Statutory Auditor	For	For	For	For	A vote FOR this item is warranted because there are no concerns regarding this proposal.
Gates Industrial Corporation plc	06/20/2024	Management	15	Authorize Share Repurchase Contracts and Repurchase Counterparties	For	For	For	For	A vote FOR this proposal is warranted, as no particular concerns have been identified with this year's request or the company's past repurchase activity.
Gates Industrial Corporation plc	06/20/2024	Management	16	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts are not within recommended limits.
Gates Industrial Corporation plc	06/20/2024	Management	17	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts are not within recommended limits.
GE Healthcare Technologies, Inc.	05/21/2024	Management	1	Elect Director Peter J. Arduini	For	For	For	For	A vote FOR the director nominee is warranted.
GE Healthcare Technologies, Inc.	05/21/2024	Management	2	Elect Director H. Lawrence Culp, Jr.	For	For	For	For	A vote FOR the director nominee is warranted.
GE Healthcare Technologies, Inc.	05/21/2024	Management	3	Elect Director Rodney F. Hochman	For	For	For	For	A vote FOR the director nominee is warranted.
GE Healthcare Technologies, Inc.	05/21/2024	Management	4	Elect Director Lloyd W. Howell, Jr.	For	For	For	For	A vote FOR the director nominee is warranted.
GE Healthcare Technologies, Inc.	05/21/2024	Management	5	Elect Director Risa Lavizzo-Mourey	For	For	For	For	A vote FOR the director nominee is warranted.
GE Healthcare Technologies, Inc.	05/21/2024	Management	6	Elect Director Catherine Lesjak	For	For	For	For	A vote FOR the director nominee is warranted.
GE Healthcare Technologies, Inc.	05/21/2024	Management	7	Elect Director Anne T. Madden	For	For	For	For	A vote FOR the director nominee is warranted.
GE Healthcare Technologies, Inc.	05/21/2024	Management	8	Elect Director Tomislav Mihaljevic	For	For	For	For	A vote FOR the director nominee is warranted.
GE Healthcare Technologies, Inc.	05/21/2024	Management	9	Elect Director William J. Stromberg	For	For	For	For	A vote FOR the director nominee is warranted.
GE Healthcare Technologies, Inc.	05/21/2024	Management	10	Elect Director Phoebe L. Yang	For	For	For	For	A vote FOR the director nominee is warranted.
GE Healthcare Technologies, Inc.	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
GE Healthcare Technologies, Inc.	05/21/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
General Dynamics Corporation	05/01/2024	Management	1	Elect Director Richard D. Clarke	For	For	For	For	A vote FOR all director nominees is warranted.
General Dynamics Corporation	05/01/2024	Management	2	Elect Director Rudy F. deLeon	For	For	For	For	A vote FOR all director nominees is warranted.
General Dynamics Corporation	05/01/2024	Management	3	Elect Director Cecil D. Haney	For	For	For	For	A vote FOR all director nominees is warranted.
General Dynamics Corporation	05/01/2024	Management	4	Elect Director Charles W. Hooper	For	For	For	For	A vote FOR all director nominees is warranted.
General Dynamics Corporation	05/01/2024	Management	5	Elect Director Mark M. Malcolm	For	For	For	For	A vote FOR all director nominees is warranted.
General Dynamics Corporation	05/01/2024	Management	6	Elect Director James N. Mattis	For	For	For	For	A vote FOR all director nominees is warranted.
General Dynamics Corporation	05/01/2024	Management	7	Elect Director Phebe N. Novakovic	For	For	For	For	A vote FOR all director nominees is warranted.
General Dynamics Corporation	05/01/2024	Management	8	Elect Director C. Howard Nye	For	For	For	For	A vote FOR all director nominees is warranted.
General Dynamics Corporation	05/01/2024	Management	9	Elect Director Catherine B. Reynolds	For	For	For	For	A vote FOR all director nominees is warranted.
General Dynamics Corporation	05/01/2024	Management	10	Elect Director Laura J. Schumacher	For	For	For	For	A vote FOR all director nominees is warranted.
General Dynamics Corporation	05/01/2024	Management	11	Elect Director Robert K. Steel	For	For	For	For	A vote FOR all director nominees is warranted.
General Dynamics Corporation	05/01/2024	Management	12	Elect Director John G. Stratton	For	For	For	For	A vote FOR all director nominees is warranted.
General Dynamics Corporation	05/01/2024	Management	13	Elect Director Peter A. Wall	For	For	For	For	A vote FOR all director nominees is warranted.
General Dynamics Corporation	05/01/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
General Dynamics Corporation	05/01/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
General Dynamics Corporation	05/01/2024	Shareholder	16	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
General Electric Company	05/07/2024	Management	1	Elect Director Stephen Angel	For	For	For	For	A vote FOR all director nominees is warranted.
General Electric Company	05/07/2024	Management	2	Elect Director Sebastien Bazin	For	For	For	For	A vote FOR all director nominees is warranted.
General Electric Company	05/07/2024	Management	3	Elect Director Margaret Billson	For	For	For	For	A vote FOR all director nominees is warranted.
General Electric Company	05/07/2024	Management	4	Elect Director H. Lawrence Culp, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
General Electric Company	05/07/2024	Management	5	Elect Director Thomas Enders	For	For	For	For	A vote FOR all director nominees is warranted.
General Electric Company	05/07/2024	Management	6	Elect Director Edward Garden	For	For	For	For	A vote FOR all director nominees is warranted.
General Electric Company	05/07/2024	Management	7	Elect Director Isabella Goren	For	For	For	For	A vote FOR all director nominees is warranted.
General Electric Company	05/07/2024	Management	8	Elect Director Thomas W. Horton	For	For	For	For	A vote FOR all director nominees is warranted.
General Electric Company	05/07/2024	Management	9	Elect Director Catherine Lesjak	For	For	For	For	A vote FOR all director nominees is warranted.
General Electric Company	05/07/2024	Management	10	Elect Director Darren McDew	For	For	For	For	A vote FOR all director nominees is warranted.
General Electric Company	05/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
General Electric Company	05/07/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
General Electric Company	05/07/2024	Shareholder	13	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
General Electric Company	05/07/2024	Shareholder	14	Report on Risks Arising from Voluntary Carbon-Reduction Commitments	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company's existing disclosures and policies provide sufficient information to evaluate risks associated with its voluntary carbon reduction commitments.
General Motors Company	06/04/2024	Management	1	Elect Director Mary T. Barra	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/04/2024	Management	2	Elect Director Wesley G. Bush	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
General Motors Company	06/04/2024	Management	3	Elect Director Joanne C. Crevoiserat	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/04/2024	Management	4	Elect Director Linda R. Gooden	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/04/2024	Management	5	Elect Director Joseph Jimenez	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/04/2024	Management	6	Elect Director Jonathan McNeill	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/04/2024	Management	7	Elect Director Judith A. Miscik	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/04/2024	Management	8	Elect Director Patricia F. Russo	For	For	Against	Against	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/04/2024	Management	9	Elect Director Thomas M. Schoewe	For	For	Against	Against	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/04/2024	Management	10	Elect Director Mark A. Tatum	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/04/2024	Management	11	Elect Director Jan E. Tighe	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/04/2024	Management	12	Elect Director Devin N. Wenig	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/04/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
General Motors Company	06/04/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists, and sufficient mitigating factors have not been identified for the year in review. Although short-term incentives were primarily based on financial metrics, target goals were set below the prior year's target and actual performance and the STI then paid out above target. Furthermore, while long-term incentives were primarily performance-based, forward-looking goals for two of three metrics were not disclosed and the number of shares underlying equity awards significantly increased again, creating a windfall opportunity. Concerns are also raised with regards to the inordinate amount of personal use of corporate aircraft, life insurance, and financial planning perquisites provided to the CEO.
General Motors Company	06/04/2024	Shareholder	15	Report on the Use of Child Labor in Connection with Electric Vehicles	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's sourcing policies and practices would allow investors to better understand how the company is managing human rights-related risks in its supply chain.
General Motors Company	06/04/2024	Shareholder	16	Eliminate EV Targets from Incentive Compensation Programs	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the compensation committee is generally best positioned to determine the specific metrics utilized under the executive pay program. In addition, given the company's clearly disclosed strategy, the use of EV metrics appears reasonable at this time.
General Motors Company	06/04/2024	Shareholder	17	Report on the Company's Use of Deep-Sea Mined Minerals in its Production and Supply Chains	Against	Against	For	For	A vote FOR this resolution is warranted as shareholders would benefit from the requested report by providing them additional information on the risks associated with deep sea mining and enable them to better assess the company's management of related risks.
General Motors Company	06/04/2024	Shareholder	18	Report on Sustainability Risk in the Company's Supply Chain	Against	Against	For	For	A vote FOR this proposal is warranted, as further disclosure would provide additional information on the company's sustainability practices, particularly in its supply chains. In addition, the report would help shareholders assess the company's management of related risks, as well as adequately track progress.
Genpact Limited	05/02/2024	Management	1	Elect Director Balkrishan "BK" Kalra	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Genpact Limited	05/02/2024	Management	2	Elect Director James Madden	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	3	Elect Director Ajay Agrawal	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	4	Elect Director Laura Conigliaro	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	5	Elect Director Tamara Franklin	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	6	Elect Director Carol Lindstrom	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Genpact Limited	05/02/2024	Management	7	Elect Director CeCelia Morken	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	8	Elect Director Brian Stevens	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	9	Elect Director N.V. "Tiger" Tyagarajan	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	10	Elect Director Mark Verdi	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Madden, Balkrishan (BK) Kalra, Laura Conigliaro, N.V. (Tiger) Tyagarajan and Mark Verdi are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Madden, Laura Conigliaro and Mark Verdi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genpact Limited	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Genpact Limited	05/02/2024	Management	12	Ratify KPMG Assurance and Consulting Services LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gentex Corporation	05/16/2024	Management	1	Elect Director Joseph Anderson	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	2	Elect Director Leslie Brown	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Gentex Corporation	05/16/2024	Management	3	Elect Director Garth Deur	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	4	Elect Director Steve Downing	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	5	Elect Director Bill Pink	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	6	Elect Director Richard Schaum	For	For	Withhold	Withhold	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	7	Elect Director Kathleen Starkoff	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	8	Elect Director Brian Walker	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	9	Elect Director Ling Zang	For	For	For	For	WITHHOLD votes for Richard Schaum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/16/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gentex Corporation	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Genuine Parts Company	04/29/2024	Management	1	Elect Director Elizabeth W. Camp	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Genuine Parts Company	04/29/2024	Management	2	Elect Director Richard Cox, Jr.	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Genuine Parts Company	04/29/2024	Management	3	Elect Director Paul D. Donahue	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Genuine Parts Company	04/29/2024	Management	4	Elect Director Gary P. Fayard	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Genuine Parts Company	04/29/2024	Management	5	Elect Director P. Russell Hardin	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Genuine Parts Company	04/29/2024	Management	6	Elect Director John R. Holder	For	For	Withhold	Withhold	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Genuine Parts Company	04/29/2024	Management	7	Elect Director Donna W. Hyland	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Genuine Parts Company	04/29/2024	Management	8	Elect Director John D. Johns	For	For	Withhold	Withhold	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Genuine Parts Company	04/29/2024	Management	9	Elect Director Jean-Jacques Lafont	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Genuine Parts Company	04/29/2024	Management	10	Elect Director Robert C. "Robin" Loudermilk, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Genuine Parts Company	04/29/2024	Management	11	Elect Director Wendy B. Needham	For	For	Withhold	Withhold	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Genuine Parts Company	04/29/2024	Management	12	Elect Director Juliette W. Pryor	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Genuine Parts Company	04/29/2024	Management	13	Elect Director Darren Rebelez	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Genuine Parts Company	04/29/2024	Management	14	Elect Director Charles K. Stevens, III	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Genuine Parts Company	04/29/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Genuine Parts Company	04/29/2024	Management	16	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Genuine Parts Company	04/29/2024	Management	17	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gilead Sciences, Inc.	05/08/2024	Management	1	Elect Director Jacqueline K. Barton	For	For	For	For	A vote FOR the director nominees is warranted.
Gilead Sciences, Inc.	05/08/2024	Management	2	Elect Director Jeffrey A. Bluestone	For	For	For	For	A vote FOR the director nominees is warranted.
Gilead Sciences, Inc.	05/08/2024	Management	3	Elect Director Sandra J. Horning	For	For	For	For	A vote FOR the director nominees is warranted.
Gilead Sciences, Inc.	05/08/2024	Management	4	Elect Director Kelly A. Kramer	For	For	For	For	A vote FOR the director nominees is warranted.
Gilead Sciences, Inc.	05/08/2024	Management	5	Elect Director Ted W. Love	For	For	For	For	A vote FOR the director nominees is warranted.
Gilead Sciences, Inc.	05/08/2024	Management	6	Elect Director Harish M. Manwani	For	For	For	For	A vote FOR the director nominees is warranted.
Gilead Sciences, Inc.	05/08/2024	Management	7	Elect Director Daniel P. O'Day	For	For	For	For	A vote FOR the director nominees is warranted.
Gilead Sciences, Inc.	05/08/2024	Management	8	Elect Director Javier J. Rodriguez	For	For	For	For	A vote FOR the director nominees is warranted.
Gilead Sciences, Inc.	05/08/2024	Management	9	Elect Director Anthony Welters	For	For	For	For	A vote FOR the director nominees is warranted.
Gilead Sciences, Inc.	05/08/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gilead Sciences, Inc.	05/08/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Gilead Sciences, Inc.	05/08/2024	Management	12	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Gilead Sciences, Inc.	05/08/2024	Shareholder	13	Adopt a Policy to Include Non-Management Employees as Prospective Director Candidates	Against	Against	For	For	A vote FOR this proposal is warranted as the addition of a non-management employee representative director on the board would enable more robust oversight of issues related to the company's employees and their concerns and is also a step towards further enhancing board diversity.
Gilead Sciences, Inc.	05/08/2024	Shareholder	14	Report on Risks of Supporting Abortion	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the potential risks of issuing the requested report seem to outweigh the risks associated with the company's current practices and disclosures.
Gilead Sciences, Inc.	05/08/2024	Shareholder	15	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
GitLab Inc.	06/11/2024	Management	1	Elect Director Sundeep Bedi	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Susan (Sue) Bostrom given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Audit Committee member Sundeep Bedi for failing to address the material weaknesses in the company's internal controls in consecutive years.
GitLab Inc.	06/11/2024	Management	2	Elect Director Sue Bostrom	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Susan (Sue) Bostrom given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Audit Committee member Sundeep Bedi for failing to address the material weaknesses in the company's internal controls in consecutive years.
GitLab Inc.	06/11/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
GitLab Inc.	06/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
GitLab Inc.	06/11/2024	Management	5	Amend Certificate of Incorporation to Limit the Liability of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is de facto controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability to noncontrolling shareholders.
Global Payments Inc.	04/25/2024	Management	1	Elect Director F. Thaddeus Arroyo	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/25/2024	Management	2	Elect Director Robert H.B. Baldwin, Jr.	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Global Payments Inc.	04/25/2024	Management	3	Elect Director Cameron M. Bready	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/25/2024	Management	4	Elect Director John G. Bruno	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/25/2024	Management	5	Elect Director Joia M. Johnson	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/25/2024	Management	6	Elect Director Kirsten Kliphouse	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/25/2024	Management	7	Elect Director Ruth Ann Marshall	For	For	Against	Against	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/25/2024	Management	8	Elect Director Connie D. McDaniel	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/25/2024	Management	9	Elect Director Joseph H. Osnoss	For	For	Against	Against	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Global Payments Inc.	04/25/2024	Management	10	Elect Director William B. Plummer	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/25/2024	Management	11	Elect Director John T. Turner	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/25/2024	Management	12	Elect Director M. Troy Woods	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/25/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Global Payments Inc.	04/25/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Global Payments Inc.	04/25/2024	Shareholder	15	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's political contributions could help shareholders more comprehensively evaluate the company's management of related risks and benefits.
Globant SA	05/10/2024	Management	2	Receive Board's and Auditor's Reports					
Globant SA	05/10/2024	Management	3	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.
Globant SA	05/10/2024	Management	4	Approve Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.
Globant SA	05/10/2024	Management	5	Approve Allocation of Income	For	For	For	For	A vote FOR this income allocation proposal is warranted, despite the arguable meagerness of the proposed payout ratio, because of the strategic rationale for the decision.
Globant SA	05/10/2024	Management	6	Approve Discharge of Directors	For	For	For	For	A vote FOR this item is warranted given the lack of any specific concern with the board's actions over the past year. However, cautionary support is warranted as the company has failed to demonstrate good stewardship by failing to submit the remuneration to a shareholder vote. Despite not being formally required due to the company's cross market status, both in US and Luxembourg companies are required to offer shareholders a say-on-pay.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Globant SA	05/10/2024	Management	7	Approve Remuneration of Directors during the Financial Year Ending on December 31, 2023	For	For	For	For	A vote FOR this item is warranted because there is no sign of excessiveness concerning the board remuneration.
Globant SA	05/10/2024	Management	8	Approve Remuneration of Directors for the Financial Year Ending on December 31, 2024	For	For	For	For	A vote FOR this item is warranted because there is no sign of excessiveness concerning the board remuneration.
Globant SA	05/10/2024	Management	9	Appoint PricewaterhouseCoopers, Societe Cooperative as Auditor for Annual Accounts and EU IFRS Consolidated Accounts	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Globant SA	05/10/2024	Management	10	Appoint Price Waterhouse & Co. S.R.L. as Auditor for IFRS Consolidated Accounts	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Globant SA	05/10/2024	Management	11	Reelect Martin Migoya as Director	For	Against	Against	Against	A vote AGAINST Martin Migoya is warranted for serving as both board chair and CEO. A vote FOR the remaining nominees is warranted.
Globant SA	05/10/2024	Management	12	Elect Andrew McLaughlin as Director	For	For	For	For	A vote AGAINST Martin Migoya is warranted for serving as both board chair and CEO. A vote FOR the remaining nominees is warranted.
Globant SA	05/10/2024	Management	13	Elect Alejandro Nicolas Aguzin as Director	For	For	For	For	A vote AGAINST Martin Migoya is warranted for serving as both board chair and CEO. A vote FOR the remaining nominees is warranted.
Globant SA	05/10/2024	Management	14	Approve Share Repurchase	For	Against	Against	Against	A vote AGAINST this item is warranted because the authority at this time as being in excess of normal prior limits.
Globant SA	05/10/2024	Management	16	Increase Authorized Share Capital and Amend Articles of Association	For	Against	Against	Against	A vote AGAINST is warranted as the company did not provide any disclosure regarding the proposed new LTI plan, which is part of the overall authorization request.
Globe Life Inc.	04/25/2024	Management	1	Elect Director Linda L. Addison	For	For	For	For	Votes AGAINST Marilyn Alexander are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/25/2024	Management	2	Elect Director Marilyn A. Alexander	For	For	Against	Against	Votes AGAINST Marilyn Alexander are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/25/2024	Management	3	Elect Director Cheryl D. Alston	For	For	For	For	Votes AGAINST Marilyn Alexander are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/25/2024	Management	4	Elect Director Mark A. Blinn	For	For	For	For	Votes AGAINST Marilyn Alexander are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/25/2024	Management	5	Elect Director James P. Brannen	For	For	For	For	Votes AGAINST Marilyn Alexander are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/25/2024	Management	6	Elect Director Alice S. Cho	For	For	For	For	Votes AGAINST Marilyn Alexander are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/25/2024	Management	7	Elect Director J. Matthew Darden	For	For	For	For	Votes AGAINST Marilyn Alexander are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Globe Life Inc.	04/25/2024	Management	8	Elect Director Steven P. Johnson	For	For	For	For	Votes AGAINST Marilyn Alexander are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/25/2024	Management	9	Elect Director David A. Rodriguez	For	For	For	For	Votes AGAINST Marilyn Alexander are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/25/2024	Management	10	Elect Director Frank M. Svoboda	For	For	For	For	Votes AGAINST Marilyn Alexander are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/25/2024	Management	11	Elect Director Mary E. Thigpen	For	For	For	For	Votes AGAINST Marilyn Alexander are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/25/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Globe Life Inc.	04/25/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
GoDaddy Inc.	06/06/2024	Management	1	Elect Director Herald Chen	For	For	For	For	A vote FOR all director nominees is warranted.
GoDaddy Inc.	06/06/2024	Management	2	Elect Director Mark Garrett	For	For	For	For	A vote FOR all director nominees is warranted.
GoDaddy Inc.	06/06/2024	Management	3	Elect Director Brian Sharples	For	For	For	For	A vote FOR all director nominees is warranted.
GoDaddy Inc.	06/06/2024	Management	4	Elect Director Leah Sweet	For	For	For	For	A vote FOR all director nominees is warranted.
GoDaddy Inc.	06/06/2024	Management	5	Elect Director Srinivas (Srini) Tallapragada	For	For	For	For	A vote FOR all director nominees is warranted.
GoDaddy Inc.	06/06/2024	Management	6	Elect Director Sigal Zarmi	For	For	For	For	A vote FOR all director nominees is warranted.
GoDaddy Inc.	06/06/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
GoDaddy Inc.	06/06/2024	Management	8	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
GoDaddy Inc.	06/06/2024	Management	9	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted.
GoDaddy Inc.	06/06/2024	Management	10	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Graco Inc.	04/26/2024	Management	1	Elect Director Heather L. Anfang	For	For	For	For	A vote FOR all director nominees is warranted.
Graco Inc.	04/26/2024	Management	2	Elect Director Archie C. Black	For	For	For	For	A vote FOR all director nominees is warranted.
Graco Inc.	04/26/2024	Management	3	Elect Director Brett C. Carter	For	For	For	For	A vote FOR all director nominees is warranted.
Graco Inc.	04/26/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Graco Inc.	04/26/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Graco Inc.	04/26/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Grand Canyon Education, Inc.	06/12/2024	Management	1	Elect Director Brian E. Mueller	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Mueller, Sara Ward and Jack Henry are warranted for lack of a majority independent board. Votes AGAINST Sara Ward and Jack Henry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/12/2024	Management	2	Elect Director Sara Ward	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Mueller, Sara Ward and Jack Henry are warranted for lack of a majority independent board. Votes AGAINST Sara Ward and Jack Henry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/12/2024	Management	3	Elect Director Jack A. Henry	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Mueller, Sara Ward and Jack Henry are warranted for lack of a majority independent board. Votes AGAINST Sara Ward and Jack Henry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/12/2024	Management	4	Elect Director Lisa Graham Keegan	For	For	For	For	Votes AGAINST non-independent nominees Brian Mueller, Sara Ward and Jack Henry are warranted for lack of a majority independent board. Votes AGAINST Sara Ward and Jack Henry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/12/2024	Management	5	Elect Director Chevy Humphrey	For	For	For	For	Votes AGAINST non-independent nominees Brian Mueller, Sara Ward and Jack Henry are warranted for lack of a majority independent board. Votes AGAINST Sara Ward and Jack Henry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/12/2024	Management	6	Elect Director Kevin F. Warren	For	For	For	For	Votes AGAINST non-independent nominees Brian Mueller, Sara Ward and Jack Henry are warranted for lack of a majority independent board. Votes AGAINST Sara Ward and Jack Henry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Grand Canyon Education, Inc.	06/12/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
GXO Logistics, Inc.	05/21/2024	Management	1	Elect Director Brad Jacobs	For	For	For	For	A vote FOR the director nominees is warranted.
GXO Logistics, Inc.	05/21/2024	Management	2	Elect Director Marlene Colucci	For	For	For	For	A vote FOR the director nominees is warranted.
GXO Logistics, Inc.	05/21/2024	Management	3	Elect Director Oren Shaffer	For	For	For	For	A vote FOR the director nominees is warranted.
GXO Logistics, Inc.	05/21/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
GXO Logistics, Inc.	05/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
GXO Logistics, Inc.	05/21/2024	Management	6	Amend Certificate of Incorporation to Update the Exculpation Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Halliburton Company	05/15/2024	Management	1	Elect Director Abdulaziz F. Al Khayyal	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, and Murry Gerber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/15/2024	Management	2	Elect Director William E. Albrecht	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, and Murry Gerber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/15/2024	Management	3	Elect Director M. Katherine Banks	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, and Murry Gerber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/15/2024	Management	4	Elect Director Alan M. Bennett	For	For	Against	Against	Votes AGAINST Robert (Bob) Malone, Alan Bennett, and Murry Gerber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/15/2024	Management	5	Elect Director Earl M. Cummings	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, and Murry Gerber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/15/2024	Management	6	Elect Director Murry S. Gerber	For	For	Against	Against	Votes AGAINST Robert (Bob) Malone, Alan Bennett, and Murry Gerber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/15/2024	Management	7	Elect Director Robert A. Malone	For	For	Against	Against	Votes AGAINST Robert (Bob) Malone, Alan Bennett, and Murry Gerber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/15/2024	Management	8	Elect Director Jeffrey A. Miller	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, and Murry Gerber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/15/2024	Management	9	Elect Director Bhavesh V. (Bob) Patel	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, and Murry Gerber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Halliburton Company	05/15/2024	Management	10	Elect Director Maurice S. Smith	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, and Murry Gerber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/15/2024	Management	11	Elect Director Janet L. Weiss	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, and Murry Gerber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/15/2024	Management	12	Elect Director Tobi M. Edwards Young	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, and Murry Gerber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/15/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Halliburton Company	05/15/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Halliburton Company	05/15/2024	Management	15	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Harley-Davidson, Inc.	05/16/2024	Management	1	Elect Director Troy Alstead	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	2	Elect Director Jared D. Dourdeville	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	3	Elect Director James Duncan Farley, Jr.	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	4	Elect Director Allan Golston	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	5	Elect Director Sara Levinson	For	For	Withhold	Withhold	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	6	Elect Director Norman Thomas Linebarger	For	For	Withhold	Withhold	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Harley-Davidson, Inc.	05/16/2024	Management	7	Elect Director Rafeh Masood	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	8	Elect Director Maryrose Sylvester	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	9	Elect Director Jochen Zeitz	For	For	For	For	WITHHOLD votes for Norman Thomas Linebarger and Sara Levinson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/16/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites. Additionally, the compensation committee was sufficiently responsive to shareholders' concerns after last year's relatively low say-on-pay vote. However, an unmitigated pay-for-performance misalignment exists for the third successive year. While long-term incentives will implement a three-year performance period beginning with FY24 awards, FY23 grants continued to use annual performance periods with limited disclosure of goals, and the CEO received entirely time-vesting equity awards. In addition, the CEO received a sizable supplemental annual bonus opportunity which was fully earned, with limited disclosure of how the committee determined the award's magnitude, goals, and total
Harley-Davidson, Inc.	05/16/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hasbro, Inc.	05/16/2024	Management	1	Elect Director Hope F. Cochran	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	2	Elect Director Christian P. Cocks	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	3	Elect Director Lisa Gersh	For	For	Against	Against	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	4	Elect Director Frank D. Gibeau	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	5	Elect Director Elizabeth Hamren	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hasbro, Inc.	05/16/2024	Management	6	Elect Director Darin S. Harris	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	7	Elect Director Blake J. Jorgensen	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	8	Elect Director Owen Mahoney	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	9	Elect Director Laurel J. Richie	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	10	Elect Director Richard S. Stoddart	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	11	Elect Director Mary Beth West	For	For	For	For	Votes AGAINST Lisa Gersh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Hasbro, Inc.	05/16/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hasbro, Inc.	05/16/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
HashiCorp, Inc.	06/25/2024	Management	1	Elect Director Armon Dadgar	For	Withhold	Withhold	Withhold	WITHHOLD are warranted for all incumbent director nominees for failing to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.
HashiCorp, Inc.	06/25/2024	Management	2	Elect Director David McJannet	For	Withhold	Withhold	Withhold	WITHHOLD are warranted for all incumbent director nominees for failing to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.
HashiCorp, Inc.	06/25/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists for the year under consideration, and certain positive factors identified in annual incentive program do not sufficiently mitigate the misalignment. CEO McJannet's total compensation nearly doubled year-over-year due to a relatively large equity award that was entirely time-vesting and was not accompanied by a compelling rationale.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HashiCorp, Inc.	06/25/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	1	Elect Director Thomas B. Fargo	For	For	Against	Against	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	2	Elect Director Celeste A. Connors	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	3	Elect Director Elisia K. Flores	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	4	Elect Director Peggy Y. Fowler	For	For	Against	Against	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	5	Elect Director Micah A. Kane	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	6	Elect Director William James Scilacci, Jr.	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	7	Elect Director Scott W. H. Seu	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Hawaiian Electric Industries, Inc.	05/13/2024	Management	9	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hawaiian Electric Industries, Inc.	05/13/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Hayward Holdings, Inc.	05/30/2024	Management	1	Elect Director Diane S. Dayhoff	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Stephen (Steve) Felice given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hayward Holdings, Inc.	05/30/2024	Management	2	Elect Director Stephen J. Felice	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Stephen (Steve) Felice given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Hayward Holdings, Inc.	05/30/2024	Management	3	Elect Director Kevin P. Holleran	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Stephen (Steve) Felice given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Hayward Holdings, Inc.	05/30/2024	Management	4	Elect Director Lori A. Walker	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Stephen (Steve) Felice given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Hayward Holdings, Inc.	05/30/2024	Management	5	Elect Director Lawrence H. Silber	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Stephen (Steve) Felice given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Hayward Holdings, Inc.	05/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for certain executives' relocation perquisite.
Hayward Holdings, Inc.	05/30/2024	Management	7	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HCA Healthcare, Inc.	04/25/2024	Management	1	Elect Director Thomas F. Frist, III	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/25/2024	Management	2	Elect Director Samuel N. Hazen	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/25/2024	Management	3	Elect Director Meg G. Crofton	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/25/2024	Management	4	Elect Director Robert J. Dennis	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HCA Healthcare, Inc.	04/25/2024	Management	5	Elect Director Nancy-Ann DeParle	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/25/2024	Management	6	Elect Director William R. Frist	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/25/2024	Management	7	Elect Director Hugh F. Johnston	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/25/2024	Management	8	Elect Director Michael W. Michelson	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/25/2024	Management	9	Elect Director Wayne J. Riley	For	For	Against	Against	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/25/2024	Management	10	Elect Director Andrea B. Smith	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/25/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HCA Healthcare, Inc.	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
HCA Healthcare, Inc.	04/25/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
HCA Healthcare, Inc.	04/25/2024	Shareholder	14	Report on Risks Regarding Patients' Right to Access Abortions in Emergencies	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare would allow shareholders to better assess how the company is managing such associated risks.
HCA Healthcare, Inc.	04/25/2024	Shareholder	15	Report on Patient Feedback Regarding Quality Care	Against	Against	For	For	A vote FOR this proposal is warranted as additional information on the company's policies aiming to address areas of concern regarding quality of care of patients would allow shareholders to better understand how the company is managing associated risks and related controversies.
HCA Healthcare, Inc.	04/25/2024	Shareholder	16	Report on Maternal Health Outcomes	Against	Against	For	For	A vote FOR this proposal is warranted as greater disclosure around the company's policies and practices for addressing maternal healthcare would allow shareholders to better understand its efforts on managing related risks.
Healthcare Realty Trust, Inc.	05/21/2024	Management	1	Elect Director Todd J. Meredith	For	For	For	For	Votes AGAINST John Singleton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Healthcare Realty Trust, Inc.	05/21/2024	Management	2	Elect Director John V. Abbott	For	For	For	For	Votes AGAINST John Singleton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	05/21/2024	Management	3	Elect Director Nancy H. Agee	For	For	For	For	Votes AGAINST John Singleton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	05/21/2024	Management	4	Elect Director Vicki U. Booth	For	For	For	For	Votes AGAINST John Singleton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	05/21/2024	Management	5	Elect Director Ajay Gupta	For	For	For	For	Votes AGAINST John Singleton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	05/21/2024	Management	6	Elect Director James J. Kilroy	For	For	For	For	Votes AGAINST John Singleton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	05/21/2024	Management	7	Elect Director Jay P. Leupp	For	For	For	For	Votes AGAINST John Singleton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	05/21/2024	Management	8	Elect Director Peter F. Lyle, Sr.	For	For	For	For	Votes AGAINST John Singleton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	05/21/2024	Management	9	Elect Director Constance B. Moore	For	For	For	For	Votes AGAINST John Singleton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	05/21/2024	Management	10	Elect Director John Knox Singleton	For	For	Against	Against	Votes AGAINST John Singleton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	05/21/2024	Management	11	Elect Director Christann M. Vasquez	For	For	For	For	Votes AGAINST John Singleton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	05/21/2024	Management	12	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Healthcare Realty Trust, Inc.	05/21/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Healthpeak Properties, Inc.	02/21/2024	Management	1	Issue Shares in Connection with Merger	For	For	For	For	The strategic rationale appears sound as the combined company will have increased scale, a less concentrated tenant mix, and a strong balance sheet post-close. Further, the merger is expected to be accretive to AFFO and FFO per share given an estimated \$60 million of annual cost savings and there is a potential downside risk of non-approval. As such, support FOR the proposed transaction is warranted.
Healthpeak Properties, Inc.	02/21/2024	Management	2	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted. The proposed increase appears reasonable, and the amendment is a closing condition of the merger transaction (Item 1), which merits shareholder support.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Healthpeak Properties, Inc.	02/21/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Healthpeak Properties, Inc.	04/25/2024	Management	1	Elect Director Scott M. Brinker	For	For	For	For	A vote FOR all director nominees is warranted.
Healthpeak Properties, Inc.	04/25/2024	Management	2	Elect Director Katherine M. Sandstrom	For	For	For	For	A vote FOR all director nominees is warranted.
Healthpeak Properties, Inc.	04/25/2024	Management	3	Elect Director John T. Thomas	For	For	For	For	A vote FOR all director nominees is warranted.
Healthpeak Properties, Inc.	04/25/2024	Management	4	Elect Director Brian G. Cartwright	For	For	For	For	A vote FOR all director nominees is warranted.
Healthpeak Properties, Inc.	04/25/2024	Management	5	Elect Director James B. Connor	For	For	For	For	A vote FOR all director nominees is warranted.
Healthpeak Properties, Inc.	04/25/2024	Management	6	Elect Director R. Kent Griffin, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Healthpeak Properties, Inc.	04/25/2024	Management	7	Elect Director Pamela J. Kessler	For	For	For	For	A vote FOR all director nominees is warranted.
Healthpeak Properties, Inc.	04/25/2024	Management	8	Elect Director Sara G. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
Healthpeak Properties, Inc.	04/25/2024	Management	9	Elect Director Ava E. Lias-Booker	For	For	For	For	A vote FOR all director nominees is warranted.
Healthpeak Properties, Inc.	04/25/2024	Management	10	Elect Director Tommy G. Thompson	For	For	For	For	A vote FOR all director nominees is warranted.
Healthpeak Properties, Inc.	04/25/2024	Management	11	Elect Director Richard A. Weiss	For	For	For	For	A vote FOR all director nominees is warranted.
Healthpeak Properties, Inc.	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Healthpeak Properties, Inc.	04/25/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HEICO Corporation	03/15/2024	Management	1	Elect Director Thomas M. Culligan	For	For	For	For	Votes AGAINST non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Eric Mendelson, Victor Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. Votes AGAINST Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Mark Hildebrandt and Alan Schriesheim are also warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/15/2024	Management	2	Elect Director Carol F. Fine	For	For	For	For	Votes AGAINST non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Eric Mendelson, Victor Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. Votes AGAINST Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Mark Hildebrandt and Alan Schriesheim are also warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HEICO Corporation	03/15/2024	Management	3	Elect Director Adolfo Henriques	For	For	Against	Against	Votes AGAINST non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Eric Mendelson, Victor Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. Votes AGAINST Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Mark Hildebrandt and Alan Schriesheim are also warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/15/2024	Management	4	Elect Director Mark H. Hildebrandt	For	Against	Against	Against	Votes AGAINST non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Eric Mendelson, Victor Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. Votes AGAINST Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Mark Hildebrandt and Alan Schriesheim are also warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/15/2024	Management	5	Elect Director Eric A. Mendelson	For	For	Against	Against	Votes AGAINST non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Eric Mendelson, Victor Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. Votes AGAINST Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Mark Hildebrandt and Alan Schriesheim are also warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HEICO Corporation	03/15/2024	Management	6	Elect Director Laurans A. Mendelson	For	For	Against	Against	Votes AGAINST non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Eric Mendelson, Victor Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. Votes AGAINST Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Mark Hildebrandt and Alan Schriesheim are also warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/15/2024	Management	7	Elect Director Victor H. Mendelson	For	For	Against	Against	Votes AGAINST non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Eric Mendelson, Victor Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. Votes AGAINST Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Mark Hildebrandt and Alan Schriesheim are also warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/15/2024	Management	8	Elect Director Julie Neitzel	For	For	For	For	Votes AGAINST non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Eric Mendelson, Victor Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. Votes AGAINST Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Mark Hildebrandt and Alan Schriesheim are also warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HEICO Corporation	03/15/2024	Management	9	Elect Director Alan Schriesheim	For	Against	Against	Against	Votes AGAINST non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Eric Mendelson, Victor Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. Votes AGAINST Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Mark Hildebrandt and Alan Schriesheim are also warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/15/2024	Management	10	Elect Director Frank J. Schwitter	For	For	Against	Against	Votes AGAINST non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Eric Mendelson, Victor Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. Votes AGAINST Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Mark Hildebrandt and Alan Schriesheim are also warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
HEICO Corporation	03/15/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hess Corporation	05/15/2024	Management	1	Elect Director Terrence J. Checki	For	For	For	For	Votes AGAINST non-independent nominees James Quigley, John Hess, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are warranted for lack of a majority independent board. Votes AGAINST James Quigley, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Edith Holiday are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hess Corporation	05/15/2024	Management	2	Elect Director Leonard S. Coleman, Jr.	For	For	For	For	Votes AGAINST non-independent nominees James Quigley, John Hess, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are warranted for lack of a majority independent board. Votes AGAINST James Quigley, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Edith Holiday are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/15/2024	Management	3	Elect Director Lisa Glatch	For	For	For	For	Votes AGAINST non-independent nominees James Quigley, John Hess, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are warranted for lack of a majority independent board. Votes AGAINST James Quigley, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Edith Holiday are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/15/2024	Management	4	Elect Director John B. Hess	For	For	Against	Against	Votes AGAINST non-independent nominees James Quigley, John Hess, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are warranted for lack of a majority independent board. Votes AGAINST James Quigley, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Edith Holiday are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/15/2024	Management	5	Elect Director Edith E. Holiday	For	For	Against	Against	Votes AGAINST non-independent nominees James Quigley, John Hess, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are warranted for lack of a majority independent board. Votes AGAINST James Quigley, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Edith Holiday are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hess Corporation	05/15/2024	Management	6	Elect Director Marc S. Lipschultz	For	For	For	For	Votes AGAINST non-independent nominees James Quigley, John Hess, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are warranted for lack of a majority independent board. Votes AGAINST James Quigley, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Edith Holiday are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/15/2024	Management	7	Elect Director Raymond J. McGuire	For	For	For	For	Votes AGAINST non-independent nominees James Quigley, John Hess, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are warranted for lack of a majority independent board. Votes AGAINST James Quigley, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Edith Holiday are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/15/2024	Management	8	Elect Director David McManus	For	For	Against	Against	Votes AGAINST non-independent nominees James Quigley, John Hess, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are warranted for lack of a majority independent board. Votes AGAINST James Quigley, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Edith Holiday are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/15/2024	Management	9	Elect Director Kevin O. Meyers	For	For	Against	Against	Votes AGAINST non-independent nominees James Quigley, John Hess, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are warranted for lack of a majority independent board. Votes AGAINST James Quigley, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Edith Holiday are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hess Corporation	05/15/2024	Management	10	Elect Director Karyn F. Ovelmen	For	For	For	For	Votes AGAINST non-independent nominees James Quigley, John Hess, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are warranted for lack of a majority independent board. Votes AGAINST James Quigley, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Edith Holiday are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/15/2024	Management	11	Elect Director James H. Quigley	For	For	Against	Against	Votes AGAINST non-independent nominees James Quigley, John Hess, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are warranted for lack of a majority independent board. Votes AGAINST James Quigley, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Edith Holiday are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/15/2024	Management	12	Elect Director William G. Schrader	For	For	Against	Against	Votes AGAINST non-independent nominees James Quigley, John Hess, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are warranted for lack of a majority independent board. Votes AGAINST James Quigley, Edith Holiday, David McManus, Kevin Meyers and William (Bill) Schrader are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Edith Holiday are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hess Corporation	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. A pay-for-performance misalignment exists and mitigating factors have not been identified. Annual incentives are primarily based on pre-set metric categories, while long-term incentives are primarily performance-based and utilized a multi-year performance period with disclosed forward-looking goals. However, significant concern is noted regarding the lowering of STI and LTI goals for awards made during the year in review and the committee's approval of a relatively large, new STI payout adjustment. Generally, most STI metric targets were set below performance in the prior year and metrics were generally achieved above-target. The committee also incorporated a new strategic modifier into the STI program in FY23 and approved a sizable increase to STI payouts. In addition, while the prior relative TSR metric targeted outperformance, the new relative CAGR metric effectively targets merely median performance.
Hess Corporation	05/15/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hess Corporation	05/28/2024	Management	1	Approve Merger Agreement	For	Abstain	Abstain	Abstain	Investors are presently unable to make an informed assessment of the likely timetable for the ROFR arbitration process. In addition, the current terms of the merger agreement and recent developments provide the buyer (CVX) and the potential interloper (XOM) with substantial optionality, while HES shareholders bear the risk of a potentially broken deal without any compensation. As such, shareholders are currently recommended to ABSTAIN on the merger agreement (Item 1), while continuing to support the adjournment proposal (Item 3), to allow more time for details on the arbitration process to emerge and for CVX to consider an incentive to compensate HES shareholders for a potential delay or deal break.
Hess Corporation	05/28/2024	Management	2	Advisory Vote on Golden Parachutes	For	Against	Against	Against	Although cash severance arrangements are reasonable and outstanding equity are subject to double-trigger vesting, there are significant concerns with assumptions for performance equity conversions and regarding excise tax gross-ups. The company will calculate PSU conversions assuming maximum performance level achievement, without compelling rationale disclosed. Moreover, the company estimates payments of two large excise-tax gross-ups, which is considered a problematic practice. In light of these concerns, a vote AGAINST this proposal is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hess Corporation	05/28/2024	Management	3	Adjourn Meeting	For	For	For	For	Shareholders are currently recommended to abstain on the merger agreement (Item 1), while voting FOR the adjournment proposal (Item 3), to allow more time for details on the arbitration process to emerge and for CVX to consider an incentive to compensate HES shareholders for a potential delay or deal break.
Hewlett Packard Enterprise Company	04/10/2024	Management	1	Elect Director Pamela L. Carter	For	For	For	For	Votes AGAINST Governance Committee Chair Gary Reiner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hewlett Packard Enterprise Company	04/10/2024	Management	2	Elect Director Frank A. D'Amelio	For	For	For	For	Votes AGAINST Governance Committee Chair Gary Reiner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hewlett Packard Enterprise Company	04/10/2024	Management	3	Elect Director Regina E. Dugan	For	For	For	For	Votes AGAINST Governance Committee Chair Gary Reiner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hewlett Packard Enterprise Company	04/10/2024	Management	4	Elect Director Jean M. Hobby	For	For	For	For	Votes AGAINST Governance Committee Chair Gary Reiner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hewlett Packard Enterprise Company	04/10/2024	Management	5	Elect Director Raymond J. Lane	For	For	For	For	Votes AGAINST Governance Committee Chair Gary Reiner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hewlett Packard Enterprise Company	04/10/2024	Management	6	Elect Director Ann M. Livermore	For	For	For	For	Votes AGAINST Governance Committee Chair Gary Reiner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hewlett Packard Enterprise Company	04/10/2024	Management	7	Elect Director Bethany J. Mayer	For	For	For	For	Votes AGAINST Governance Committee Chair Gary Reiner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hewlett Packard Enterprise Company	04/10/2024	Management	8	Elect Director Antonio F. Neri	For	For	For	For	Votes AGAINST Governance Committee Chair Gary Reiner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hewlett Packard Enterprise Company	04/10/2024	Management	9	Elect Director Charles H. Noski	For	For	For	For	Votes AGAINST Governance Committee Chair Gary Reiner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hewlett Packard Enterprise Company	04/10/2024	Management	10	Elect Director Raymond E. Ozzie	For	For	For	For	Votes AGAINST Governance Committee Chair Gary Reiner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hewlett Packard Enterprise Company	04/10/2024	Management	11	Elect Director Gary M. Reiner	For	For	Against	Against	Votes AGAINST Governance Committee Chair Gary Reiner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hewlett Packard Enterprise Company	04/10/2024	Management	12	Elect Director Patricia F. Russo	For	For	For	For	Votes AGAINST Governance Committee Chair Gary Reiner are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Hewlett Packard Enterprise Company	04/10/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hewlett Packard Enterprise Company	04/10/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Hewlett Packard Enterprise Company	04/10/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Hewlett Packard Enterprise Company	04/10/2024	Management	16	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Hexcel Corporation	05/02/2024	Management	1	Elect Director Nick L. Stanage	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	2	Elect Director Jeffrey C. Campbell	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	3	Elect Director James J. Cannon	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hexcel Corporation	05/02/2024	Management	4	Elect Director Cynthia M. Egnotovich	For	Against	Against	Against	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnotovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	5	Elect Director Thomas A. Gendron	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnotovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	6	Elect Director Guy C. Hachey	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnotovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	7	Elect Director Patricia A. Hubbard	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnotovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	8	Elect Director Catherine A. Suever	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Campbell and Thomas (Tom) Gendron are warranted for serving as non-independent members of a key board committee. Votes AGAINST nominating committee chair Cynthia Egnotovich are warranted as it appears that the board will lack ethnic/racial diversity following the annual meeting. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/02/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Hexcel Corporation	05/02/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HF Sinclair Corporation	05/22/2024	Management	1	Elect Director Anne-Marie N. Ainsworth	For	For	For	For	Votes AGAINST Franklin Myers, Leldon Echols and Robert Kostelnik are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HF Sinclair Corporation	05/22/2024	Management	2	Elect Director Anna C. Catalano	For	For	For	For	Votes AGAINST Franklin Myers, Leldon Echols and Robert Kostelnik are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/22/2024	Management	3	Elect Director Leldon E. Echols	For	For	Against	Against	Votes AGAINST Franklin Myers, Leldon Echols and Robert Kostelnik are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/22/2024	Management	4	Elect Director Manuel J. Fernandez	For	For	For	For	Votes AGAINST Franklin Myers, Leldon Echols and Robert Kostelnik are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/22/2024	Management	5	Elect Director Timothy Go	For	For	For	For	Votes AGAINST Franklin Myers, Leldon Echols and Robert Kostelnik are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/22/2024	Management	6	Elect Director Rhoman J. Hardy	For	For	For	For	Votes AGAINST Franklin Myers, Leldon Echols and Robert Kostelnik are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/22/2024	Management	7	Elect Director Jeanne M. Johns	For	For	For	For	Votes AGAINST Franklin Myers, Leldon Echols and Robert Kostelnik are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/22/2024	Management	8	Elect Director R. Craig Knocke	For	For	For	For	Votes AGAINST Franklin Myers, Leldon Echols and Robert Kostelnik are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/22/2024	Management	9	Elect Director Robert J. Kostelnik	For	For	Against	Against	Votes AGAINST Franklin Myers, Leldon Echols and Robert Kostelnik are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/22/2024	Management	10	Elect Director Ross B. Matthews	For	For	For	For	Votes AGAINST Franklin Myers, Leldon Echols and Robert Kostelnik are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/22/2024	Management	11	Elect Director Franklin Myers	For	For	Against	Against	Votes AGAINST Franklin Myers, Leldon Echols and Robert Kostelnik are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
HF Sinclair Corporation	05/22/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HF Sinclair Corporation	05/22/2024	Management	14	Amend Certificate of Incorporation to Remove the Pass-Through Voting Provision	For	For	For	For	A vote FOR this proposal is warranted as it does not appear to adversely impact shareholder rights.
HF Sinclair Corporation	05/22/2024	Shareholder	15	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. Subsequent to the submission of this shareholder proposal, the board acted unilaterally to reduce the ownership threshold for shareholders to call special meetings to 25 percent. This action of the board substantially implemented the request of the proponent.
Hilton Worldwide Holdings Inc.	05/15/2024	Management	1	Elect Director Christopher J. Nassetta	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Judith McHale are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/15/2024	Management	2	Elect Director Jonathan D. Gray	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Judith McHale are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/15/2024	Management	3	Elect Director Charlene T. Begley	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Judith McHale are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/15/2024	Management	4	Elect Director Chris Carr	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Judith McHale are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/15/2024	Management	5	Elect Director Melanie L. Healey	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Judith McHale are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/15/2024	Management	6	Elect Director Raymond E. Mabus, Jr.	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Judith McHale are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/15/2024	Management	7	Elect Director Judith A. McHale	For	For	Against	Against	Votes AGAINST Douglas (Doug) Steenland and Judith McHale are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/15/2024	Management	8	Elect Director Elizabeth A. Smith	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Judith McHale are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/15/2024	Management	9	Elect Director Douglas M. Steenland	For	For	Against	Against	Votes AGAINST Douglas (Doug) Steenland and Judith McHale are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/15/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hilton Worldwide Holdings Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted due to the large magnitude of corporate aircraft-related perquisite provided to the CEO.
Hologic, Inc.	03/07/2024	Management	1	Elect Director Stephen P. MacMillan	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/07/2024	Management	2	Elect Director Sally W. Crawford	For	For	Against	Against	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/07/2024	Management	3	Elect Director Charles J. Dockendorff	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/07/2024	Management	4	Elect Director Scott T. Garrett	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/07/2024	Management	5	Elect Director Ludwig N. Hantson	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/07/2024	Management	6	Elect Director Nanaz Mohtashami	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/07/2024	Management	7	Elect Director Christiana Stamoulis	For	For	Against	Against	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/07/2024	Management	8	Elect Director Stacey D. Stewart	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/07/2024	Management	9	Elect Director Amy M. Wendell	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/07/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Hologic, Inc.	03/07/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Honeywell International Inc.	05/14/2024	Management	1	Elect Director Darius Adamczyk	For	For	Against	Against	Votes AGAINST non-independent nominees Darius Adamczyk, Vimal Kapur, Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are warranted for lack of a majority independent board. Votes AGAINST Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/14/2024	Management	2	Elect Director Duncan B. Angove	For	For	For	For	Votes AGAINST non-independent nominees Darius Adamczyk, Vimal Kapur, Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are warranted for lack of a majority independent board. Votes AGAINST Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/14/2024	Management	3	Elect Director William S. Ayer	For	For	For	For	Votes AGAINST non-independent nominees Darius Adamczyk, Vimal Kapur, Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are warranted for lack of a majority independent board. Votes AGAINST Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/14/2024	Management	4	Elect Director Kevin Burke	For	For	Against	Against	Votes AGAINST non-independent nominees Darius Adamczyk, Vimal Kapur, Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are warranted for lack of a majority independent board. Votes AGAINST Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/14/2024	Management	5	Elect Director D. Scott Davis	For	For	Against	Against	Votes AGAINST non-independent nominees Darius Adamczyk, Vimal Kapur, Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are warranted for lack of a majority independent board. Votes AGAINST Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Honeywell International Inc.	05/14/2024	Management	6	Elect Director Deborah Flint	For	For	For	For	Votes AGAINST non-independent nominees Darius Adamczyk, Vimal Kapur, Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are warranted for lack of a majority independent board. Votes AGAINST Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/14/2024	Management	7	Elect Director Vimal Kapur	For	For	Against	Against	Votes AGAINST non-independent nominees Darius Adamczyk, Vimal Kapur, Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are warranted for lack of a majority independent board. Votes AGAINST Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/14/2024	Management	8	Elect Director Michael W. Lamach	For	For	For	For	Votes AGAINST non-independent nominees Darius Adamczyk, Vimal Kapur, Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are warranted for lack of a majority independent board. Votes AGAINST Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/14/2024	Management	9	Elect Director Rose Lee	For	For	For	For	Votes AGAINST non-independent nominees Darius Adamczyk, Vimal Kapur, Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are warranted for lack of a majority independent board. Votes AGAINST Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/14/2024	Management	10	Elect Director Grace Lieblein	For	For	Against	Against	Votes AGAINST non-independent nominees Darius Adamczyk, Vimal Kapur, Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are warranted for lack of a majority independent board. Votes AGAINST Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Honeywell International Inc.	05/14/2024	Management	11	Elect Director Robin L. Washington	For	For	Against	Against	Votes AGAINST non-independent nominees Darius Adamczyk, Vimal Kapur, Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are warranted for lack of a majority independent board. Votes AGAINST Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/14/2024	Management	12	Elect Director Robin Watson	For	For	For	For	Votes AGAINST non-independent nominees Darius Adamczyk, Vimal Kapur, Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are warranted for lack of a majority independent board. Votes AGAINST Kevin Burke, D. Scott Davis, Grace Lieblein and Robin Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Honeywell International Inc.	05/14/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Honeywell International Inc.	05/14/2024	Shareholder	15	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.
Host Hotels & Resorts, Inc.	05/15/2024	Management	1	Elect Director Mary L. Baglivo	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/15/2024	Management	2	Elect Director Herman E. Bulls	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/15/2024	Management	3	Elect Director Diana M. Laing	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/15/2024	Management	4	Elect Director Richard E. Marriott	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/15/2024	Management	5	Elect Director Mary Hogan Preusse	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Host Hotels & Resorts, Inc.	05/15/2024	Management	6	Elect Director Walter C. Rakowich	For	For	Against	Against	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/15/2024	Management	7	Elect Director James F. Risoleo	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/15/2024	Management	8	Elect Director Gordon H. Smith	For	For	Against	Against	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/15/2024	Management	9	Elect Director A. William Stein	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/15/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Host Hotels & Resorts, Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Host Hotels & Resorts, Inc.	05/15/2024	Management	12	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Howard Hughes Holdings Inc.	05/23/2024	Management	1	Elect Director David Eun	For	For	For	For	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	2	Elect Director Adam Flatto	For	For	Against	Against	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Howard Hughes Holdings Inc.	05/23/2024	Management	3	Elect Director Ben Hakim	For	For	For	For	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	4	Elect Director Beth Kaplan	For	For	For	For	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	5	Elect Director Allen Model	For	For	Against	Against	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	6	Elect Director David O'Reilly	For	For	Against	Against	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	7	Elect Director R. Scot Sellers	For	For	Against	Against	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Howard Hughes Holdings Inc.	05/23/2024	Management	8	Elect Director Steven Shepsman	For	For	Against	Against	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	9	Elect Director Mary Ann Tighe	For	For	Against	Against	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	10	Elect Director Anthony Williams	For	For	For	For	Votes AGAINST non-independent nominees R. Scot Sellers, David O'Reilly, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST R. Scot Sellers, Adam Flatto, Allen Model, Steven (Steve) Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Howard Hughes Holdings Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Howard Hughes Holdings Inc.	05/23/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Howmet Aerospace Inc.	05/22/2024	Management	1	Elect Director James F. Albaugh	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/22/2024	Management	2	Elect Director Amy E. Alving	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/22/2024	Management	3	Elect Director Sharon R. Barner	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/22/2024	Management	4	Elect Director Joseph S. Cantie	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/22/2024	Management	5	Elect Director Robert F. Leduc	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/22/2024	Management	6	Elect Director David J. Miller	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/22/2024	Management	7	Elect Director Jody G. Miller	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/22/2024	Management	8	Elect Director John C. Plant	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/22/2024	Management	9	Elect Director Ulrich R. Schmidt	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/22/2024	Management	10	Elect Director Gunner S. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/22/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Howmet Aerospace Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Howmet Aerospace Inc.	05/22/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Howmet Aerospace Inc.	05/22/2024	Shareholder	14	Submit Severance Agreement to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
HP Inc.	04/22/2024	Management	1	Elect Director Aida M. Alvarez	For	For	For	For	A vote FOR all director nominees is warranted.
HP Inc.	04/22/2024	Management	2	Elect Director Robert R. Bennett	For	For	For	For	A vote FOR all director nominees is warranted.
HP Inc.	04/22/2024	Management	3	Elect Director Chip Bergh	For	For	For	For	A vote FOR all director nominees is warranted.
HP Inc.	04/22/2024	Management	4	Elect Director Bruce Broussard	For	For	For	For	A vote FOR all director nominees is warranted.
HP Inc.	04/22/2024	Management	5	Elect Director Stacy Brown-Philpot	For	For	For	For	A vote FOR all director nominees is warranted.
HP Inc.	04/22/2024	Management	6	Elect Director Stephanie A. Burns	For	For	For	For	A vote FOR all director nominees is warranted.
HP Inc.	04/22/2024	Management	7	Elect Director Mary Anne Citrino	For	For	For	For	A vote FOR all director nominees is warranted.
HP Inc.	04/22/2024	Management	8	Elect Director Richard L. Clemmer	For	For	For	For	A vote FOR all director nominees is warranted.
HP Inc.	04/22/2024	Management	9	Elect Director Enrique Lores	For	For	For	For	A vote FOR all director nominees is warranted.
HP Inc.	04/22/2024	Management	10	Elect Director David Meline	For	For	For	For	A vote FOR all director nominees is warranted.
HP Inc.	04/22/2024	Management	11	Elect Director Judith "Jami" Miscik	For	For	For	For	A vote FOR all director nominees is warranted.
HP Inc.	04/22/2024	Management	12	Elect Director Kim K.W. Rucker	For	For	For	For	A vote FOR all director nominees is warranted.
HP Inc.	04/22/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HP Inc.	04/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
HP Inc.	04/22/2024	Management	15	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
HP Inc.	04/22/2024	Management	16	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
HP Inc.	04/22/2024	Shareholder	17	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Hubbell Incorporated	05/07/2024	Management	1	Elect Director Gerben W. Bakker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hubbell Incorporated	05/07/2024	Management	2	Elect Director Carlos M. Cardoso	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/07/2024	Management	3	Elect Director Debra L. Dial	For	For	For	For	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/07/2024	Management	4	Elect Director Anthony J. Guzzi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/07/2024	Management	5	Elect Director Rhett A. Hernandez	For	For	For	For	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/07/2024	Management	6	Elect Director Neal J. Keating	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/07/2024	Management	7	Elect Director Bonnie C. Lind	For	For	For	For	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hubbell Incorporated	05/07/2024	Management	8	Elect Director John F. Malloy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/07/2024	Management	9	Elect Director Jennifer M. Pollino	For	For	For	For	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Carlos Cardoso, Neal Keating and John Malloy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/07/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Hubbell Incorporated	05/07/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HubSpot, Inc.	06/11/2024	Management	1	Elect Director Brian Halligan	For	For	For	For	Votes AGAINST Ronald (Ron) Gill are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Jill Ward are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Brian Halligan is warranted.
HubSpot, Inc.	06/11/2024	Management	2	Elect Director Ron Gill	For	For	Against	Against	Votes AGAINST Ronald (Ron) Gill are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Jill Ward are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Brian Halligan is warranted.
HubSpot, Inc.	06/11/2024	Management	3	Elect Director Jill Ward	For	Against	Against	Against	Votes AGAINST Ronald (Ron) Gill are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Jill Ward are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Brian Halligan is warranted.
HubSpot, Inc.	06/11/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HubSpot, Inc.	06/11/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
HubSpot, Inc.	06/11/2024	Management	6	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because no issues concerning the features of the plan were identified.
HubSpot, Inc.	06/11/2024	Management	7	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Humana Inc.	04/18/2024	Management	1	Elect Director Raquel C. Bono	For	For	For	For	Votes AGAINST Frank D'Amelio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/18/2024	Management	2	Elect Director Bruce D. Broussard	For	For	For	For	Votes AGAINST Frank D'Amelio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/18/2024	Management	3	Elect Director Frank A. D'Amelio	For	For	Against	Against	Votes AGAINST Frank D'Amelio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/18/2024	Management	4	Elect Director David T. Feinberg	For	For	For	For	Votes AGAINST Frank D'Amelio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/18/2024	Management	5	Elect Director Wayne A. I. Frederick	For	For	For	For	Votes AGAINST Frank D'Amelio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/18/2024	Management	6	Elect Director John W. Garratt	For	For	For	For	Votes AGAINST Frank D'Amelio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/18/2024	Management	7	Elect Director Kurt J. Hilzinger	For	For	For	For	Votes AGAINST Frank D'Amelio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/18/2024	Management	8	Elect Director Karen W. Katz	For	For	For	For	Votes AGAINST Frank D'Amelio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/18/2024	Management	9	Elect Director Marcy S. Klevorn	For	For	For	For	Votes AGAINST Frank D'Amelio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/18/2024	Management	10	Elect Director Jorge S. Mesquita	For	For	For	For	Votes AGAINST Frank D'Amelio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/18/2024	Management	11	Elect Director Brad D. Smith	For	For	For	For	Votes AGAINST Frank D'Amelio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/18/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Humana Inc.	04/18/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Humana Inc.	04/18/2024	Management	14	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Humana Inc.	04/18/2024	Management	15	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Humana Inc.	04/18/2024	Shareholder	16	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted. Strong support for this proposal could motivate management to continue to seek removal of supermajority voting requirements if Item 5 is not approved.
Huntington Bancshares Incorporated	04/17/2024	Management	1	Elect Director Alanna Y. Cotton	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	2	Elect Director Ann B. (Tanny) Crane	For	For	Against	Against	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	3	Elect Director Rafael Andres Diaz-Granados	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	4	Elect Director Gina D. France	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	5	Elect Director J. Michael Hochschwender	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	6	Elect Director John C. (Chris) Inglis	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	7	Elect Director Richard H. King	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	8	Elect Director Katherine M. A. (Allie) Kline	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Huntington Bancshares Incorporated	04/17/2024	Management	9	Elect Director Richard W. Neu	For	For	Against	Against	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	10	Elect Director Kenneth J. Phelan	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	11	Elect Director David L. Porteous	For	For	Against	Against	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	12	Elect Director Teresa H. Shea	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	13	Elect Director Roger J. Sit	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	14	Elect Director Stephen D. Steinour	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	15	Elect Director Jeffrey L. Tate	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	16	Elect Director Gary Torgow	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/17/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Huntington Bancshares Incorporated	04/17/2024	Management	18	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Huntington Bancshares Incorporated	04/17/2024	Management	19	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Huntington Ingalls Industries, Inc.	05/01/2024	Management	1	Elect Director Augustus L. Collins	For	For	For	For	Votes AGAINST Victoria Harker, Anastasia (Stasia) Kelly and Thomas (Tom) Schievelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Huntington Ingalls Industries, Inc.	05/01/2024	Management	2	Elect Director Leo P. Denault	For	For	For	For	Votes AGAINST Victoria Harker, Anastasia (Stasia) Kelly and Thomas (Tom) Schievelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/01/2024	Management	3	Elect Director Kirkland H. Donald	For	For	For	For	Votes AGAINST Victoria Harker, Anastasia (Stasia) Kelly and Thomas (Tom) Schievelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/01/2024	Management	4	Elect Director Craig S. Faller	For	For	For	For	Votes AGAINST Victoria Harker, Anastasia (Stasia) Kelly and Thomas (Tom) Schievelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/01/2024	Management	5	Elect Director Victoria D. Harker	For	For	Against	Against	Votes AGAINST Victoria Harker, Anastasia (Stasia) Kelly and Thomas (Tom) Schievelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/01/2024	Management	6	Elect Director Frank R. Jimenez	For	For	For	For	Votes AGAINST Victoria Harker, Anastasia (Stasia) Kelly and Thomas (Tom) Schievelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/01/2024	Management	7	Elect Director Christopher D. Kastner	For	For	For	For	Votes AGAINST Victoria Harker, Anastasia (Stasia) Kelly and Thomas (Tom) Schievelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/01/2024	Management	8	Elect Director Anastasia D. Kelly	For	For	Against	Against	Votes AGAINST Victoria Harker, Anastasia (Stasia) Kelly and Thomas (Tom) Schievelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/01/2024	Management	9	Elect Director Tracy B. McKibben	For	For	For	For	Votes AGAINST Victoria Harker, Anastasia (Stasia) Kelly and Thomas (Tom) Schievelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/01/2024	Management	10	Elect Director Stephanie L. O'Sullivan	For	For	For	For	Votes AGAINST Victoria Harker, Anastasia (Stasia) Kelly and Thomas (Tom) Schievelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/01/2024	Management	11	Elect Director Thomas C. Schievelbein	For	For	Against	Against	Votes AGAINST Victoria Harker, Anastasia (Stasia) Kelly and Thomas (Tom) Schievelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/01/2024	Management	12	Elect Director John K. Welch	For	For	For	For	Votes AGAINST Victoria Harker, Anastasia (Stasia) Kelly and Thomas (Tom) Schievelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Huntington Ingalls Industries, Inc.	05/01/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Huntington Ingalls Industries, Inc.	05/01/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Huntington Ingalls Industries, Inc.	05/01/2024	Management	15	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Huntington Ingalls Industries, Inc.	05/01/2024	Shareholder	16	Publish Climate Transition Plan and Science-Based GHG Reduction Targets	Against	For	For	For	A vote FOR this resolution is warranted. Additional disclosure about the company's GHG emission reduction targets and climate transition plan would help shareholders better evaluate the company's strategy around the transition to a low-carbon economy and the company's management of related risks and opportunities.
Huntsman Corporation	05/02/2024	Management	1	Elect Director Peter R. Huntsman	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	2	Elect Director Cynthia L. Egan	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	3	Elect Director Mary C. Beckerle	For	For	Against	Against	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	4	Elect Director Sonia Dula	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	5	Elect Director Curtis E. Espeland	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	6	Elect Director Daniele Ferrari	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	7	Elect Director Jeanne McGovern	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	8	Elect Director Jose Antonio Munoz Barcelo	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	9	Elect Director David B. Sewell	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	05/02/2024	Management	10	Elect Director Jan E. Tighe	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Huntsman Corporation	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Huntsman Corporation	05/02/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Huntsman Corporation	05/02/2024	Shareholder	13	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's political contributions could help shareholders more comprehensively evaluate the company's management of related risks and opportunities.
Hyatt Hotels Corporation	05/15/2024	Management	1	Elect Director Alessandro Bogliolo	For	For	For	For	WITHHOLD votes for non-independent nominees Susan (Sue) Kronick and Jason Pritzker are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Kronick are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Susan (Sue) Kronick are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Pritzker are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hyatt Hotels Corporation	05/15/2024	Management	2	Elect Director Susan D. Kronick	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Susan (Sue) Kronick and Jason Pritzker are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Kronick are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Susan (Sue) Kronick are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Pritzker are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hyatt Hotels Corporation	05/15/2024	Management	3	Elect Director Jason Pritzker	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Susan (Sue) Kronick and Jason Pritzker are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Kronick are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Susan (Sue) Kronick are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Pritzker are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hyatt Hotels Corporation	05/15/2024	Management	4	Elect Director Dion Camp Sanders	For	For	For	For	WITHHOLD votes for non-independent nominees Susan (Sue) Kronick and Jason Pritzker are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Kronick are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Susan (Sue) Kronick are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Jason Pritzker are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hyatt Hotels Corporation	05/15/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hyatt Hotels Corporation	05/15/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hyatt Hotels Corporation	05/15/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
IAC Inc.	06/11/2024	Management	1	Elect Director Chelsea Clinton	For	Withhold	Withhold	Withhold	In the absence of a Governance Committee, WITHHOLD votes for all incumbent director nominees are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for Alan Spoon are further warranted for serving as a non-independent member of a key board committee. A vote FOR Maria Seferian is warranted.
IAC Inc.	06/11/2024	Management	2	Elect Director Barry Diller	For	Withhold	Withhold	Withhold	In the absence of a Governance Committee, WITHHOLD votes for all incumbent director nominees are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for Alan Spoon are further warranted for serving as a non-independent member of a key board committee. A vote FOR Maria Seferian is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
IAC Inc.	06/11/2024	Management	3	Elect Director Michael D. Eisner	For	Withhold	Withhold	Withhold	In the absence of a Governance Committee, WITHHOLD votes for all incumbent director nominees are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for Alan Spoon are further warranted for serving as a non-independent member of a key board committee. A vote FOR Maria Seferian is warranted.
IAC Inc.	06/11/2024	Management	4	Elect Director Bonnie S. Hammer	For	Withhold	Withhold	Withhold	In the absence of a Governance Committee, WITHHOLD votes for all incumbent director nominees are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for Alan Spoon are further warranted for serving as a non-independent member of a key board committee. A vote FOR Maria Seferian is warranted.
IAC Inc.	06/11/2024	Management	5	Elect Director Victor A. Kaufman	For	Withhold	Withhold	Withhold	In the absence of a Governance Committee, WITHHOLD votes for all incumbent director nominees are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for Alan Spoon are further warranted for serving as a non-independent member of a key board committee. A vote FOR Maria Seferian is warranted.
IAC Inc.	06/11/2024	Management	6	Elect Director Joseph Levin	For	Withhold	Withhold	Withhold	In the absence of a Governance Committee, WITHHOLD votes for all incumbent director nominees are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for Alan Spoon are further warranted for serving as a non-independent member of a key board committee. A vote FOR Maria Seferian is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
IAC Inc.	06/11/2024	Management	7	Elect Director Bryan Lourd	For	Withhold	Withhold	Withhold	In the absence of a Governance Committee, WITHHOLD votes for all incumbent director nominees are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for Alan Spoon are further warranted for serving as a non-independent member of a key board committee. A vote FOR Maria Seferian is warranted.
IAC Inc.	06/11/2024	Management	8	Elect Director David Rosenblatt	For	Withhold	Withhold	Withhold	In the absence of a Governance Committee, WITHHOLD votes for all incumbent director nominees are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for Alan Spoon are further warranted for serving as a non-independent member of a key board committee. A vote FOR Maria Seferian is warranted.
IAC Inc.	06/11/2024	Management	9	Elect Director Maria Seferian	For	For	For	For	In the absence of a Governance Committee, WITHHOLD votes for all incumbent director nominees are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for Alan Spoon are further warranted for serving as a non-independent member of a key board committee. A vote FOR Maria Seferian is warranted.
IAC Inc.	06/11/2024	Management	10	Elect Director Alan G. Spoon	For	Withhold	Withhold	Withhold	In the absence of a Governance Committee, WITHHOLD votes for all incumbent director nominees are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for Alan Spoon are further warranted for serving as a non-independent member of a key board committee. A vote FOR Maria Seferian is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
IAC Inc.	06/11/2024	Management	11	Elect Director Alexander von Furstenberg	For	Withhold	Withhold	Withhold	In the absence of a Governance Committee, WITHHOLD votes for all incumbent director nominees are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for Alan Spoon are further warranted for serving as a non-independent member of a key board committee. A vote FOR Maria Seferian is warranted.
IAC Inc.	06/11/2024	Management	12	Elect Director Richard F. Zannino	For	Withhold	Withhold	Withhold	In the absence of a Governance Committee, WITHHOLD votes for all incumbent director nominees are warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for Alan Spoon are further warranted for serving as a non-independent member of a key board committee. A vote FOR Maria Seferian is warranted.
IAC Inc.	06/11/2024	Management	13	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Further, the company is de facto controlled and decisions regarding the company's response to shareholder litigation would be made by a board with limited accountability to public shareholders.
IAC Inc.	06/11/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO inordinate amounts of personal use of corporate aircraft perquisites and the total amount of perquisite compensation for the CEO is deemed excessive.
IAC Inc.	06/11/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ICU Medical, Inc.	05/15/2024	Management	1	Elect Director Vivek Jain	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	2	Elect Director David C. Greenberg	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	3	Elect Director Elisha W. Finney	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	4	Elect Director David F. Hoffmeister	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	5	Elect Director Donald M. Abbey	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	6	Elect Director Laurie Hernandez	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	7	Elect Director Kolleen T. Kennedy	For	For	For	For	A vote FOR the remaining director nominees is warranted.
ICU Medical, Inc.	05/15/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ICU Medical, Inc.	05/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
IDACORP, Inc.	05/16/2024	Management	1	Elect Director Odette C. Bolano	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	2	Elect Director Annette G. Elg	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	3	Elect Director Lisa A. Grow	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	4	Elect Director Ronald W. Jibson	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	5	Elect Director Judith A. Johansen	For	For	Withhold	Withhold	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	6	Elect Director Dennis L. Johnson	For	For	Withhold	Withhold	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	7	Elect Director Nate R. Jorgensen	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	8	Elect Director Susan D. Morris	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	9	Elect Director Richard J. Navarro	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/16/2024	Management	10	Elect Director Mark T. Peters	For	For	For	For	WITHHOLD votes for Dennis Johnson and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
IDACORP, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company uses above-median benchmarking for base salary, short-term incentives, long-term incentives, and total compensation. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
IDACORP, Inc.	05/16/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IDEX Corporation	05/07/2024	Management	1	Elect Director Mark A. Buthman	For	For	For	For	A vote FOR all director nominees is warranted.
IDEX Corporation	05/07/2024	Management	2	Elect Director Lakecia N. Gunter	For	For	For	For	A vote FOR all director nominees is warranted.
IDEX Corporation	05/07/2024	Management	3	Elect Director L. Paris Watts-Stanfield	For	For	For	For	A vote FOR all director nominees is warranted.
IDEX Corporation	05/07/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
IDEX Corporation	05/07/2024	Management	5	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to participants for the exercise of stock options.
IDEX Corporation	05/07/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
IDEX Corporation	05/07/2024	Shareholder	7	Report on Company's Hiring Practices with Respect to Formerly Incarcerated People	Against	Against	For	For	A vote FOR this proposal is warranted because additional information could help shareholders better understand how the company is assessing and managing the progress of its various diversity and inclusion initiatives, as they relate to fair chance employment practices.
IDEXX Laboratories, Inc.	05/06/2024	Management	1	Elect Director Irene Chang Britt	For	For	For	For	A vote FOR all director nominees is warranted.
IDEXX Laboratories, Inc.	05/06/2024	Management	2	Elect Director Bruce L. Clafin	For	For	For	For	A vote FOR all director nominees is warranted.
IDEXX Laboratories, Inc.	05/06/2024	Management	3	Elect Director Asha S. Collins	For	For	For	For	A vote FOR all director nominees is warranted.
IDEXX Laboratories, Inc.	05/06/2024	Management	4	Elect Director Sam Samad	For	For	For	For	A vote FOR all director nominees is warranted.
IDEXX Laboratories, Inc.	05/06/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IDEXX Laboratories, Inc.	05/06/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
IDEXX Laboratories, Inc.	05/06/2024	Shareholder	7	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Illinois Tool Works Inc.	05/03/2024	Management	1	Elect Director Daniel J. Brutto	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Christopher (Chris) O'Herlihy, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/03/2024	Management	2	Elect Director Susan Crown	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Christopher (Chris) O'Herlihy, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/03/2024	Management	3	Elect Director Darrell L. Ford	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Christopher (Chris) O'Herlihy, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/03/2024	Management	4	Elect Director Kelly J. Grier	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Christopher (Chris) O'Herlihy, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/03/2024	Management	5	Elect Director James W. Griffith	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Christopher (Chris) O'Herlihy, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Illinois Tool Works Inc.	05/03/2024	Management	6	Elect Director Jay L. Henderson	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Christopher (Chris) O'Herlihy, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/03/2024	Management	7	Elect Director Jaime Irick	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Christopher (Chris) O'Herlihy, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/03/2024	Management	8	Elect Director Richard H. Lenny	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Christopher (Chris) O'Herlihy, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/03/2024	Management	9	Elect Director Christopher A. O'Herlihy	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Christopher (Chris) O'Herlihy, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/03/2024	Management	10	Elect Director E. Scott Santi	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Christopher (Chris) O'Herlihy, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Illinois Tool Works Inc.	05/03/2024	Management	11	Elect Director David B. Smith, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Christopher (Chris) O'Herlihy, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/03/2024	Management	12	Elect Director Pamela B. Strobel	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Christopher (Chris) O'Herlihy, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/03/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Illinois Tool Works Inc.	05/03/2024	Management	14	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Illinois Tool Works Inc.	05/03/2024	Management	15	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Illinois Tool Works Inc.	05/03/2024	Shareholder	16	Submit Severance Agreement to Shareholder Vote	Against	For	For	For	A vote FOR the proposal is warranted. While current severance arrangements are reasonable, the company does not disclose a policy prohibiting additional cash severance payments beyond a certain level or a mechanism that would require shareholder approval in order for excessive cash severance to be payable. The requested policy would ensure such shareholder protections.
Illumina, Inc.	05/16/2024	Management	1	Elect Director Frances Arnold	For	For	For	For	Votes AGAINST Robert Epstein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Illumina, Inc.	05/16/2024	Management	2	Elect Director Caroline D. Dorsa	For	For	For	For	Votes AGAINST Robert Epstein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Illumina, Inc.	05/16/2024	Management	3	Elect Director Robert S. Epstein	For	For	Against	Against	Votes AGAINST Robert Epstein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Illumina, Inc.	05/16/2024	Management	4	Elect Director Scott Gottlieb	For	For	For	For	Votes AGAINST Robert Epstein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Illumina, Inc.	05/16/2024	Management	5	Elect Director Gary S. Guthart	For	For	For	For	Votes AGAINST Robert Epstein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Illumina, Inc.	05/16/2024	Management	6	Elect Director Stephen P. MacMillan	For	For	For	For	Votes AGAINST Robert Epstein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Illumina, Inc.	05/16/2024	Management	7	Elect Director Anna Richo	For	For	For	For	Votes AGAINST Robert Epstein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Illumina, Inc.	05/16/2024	Management	8	Elect Director Philip W. Schiller	For	For	For	For	Votes AGAINST Robert Epstein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Illumina, Inc.	05/16/2024	Management	9	Elect Director Susan E. Siegel	For	For	For	For	Votes AGAINST Robert Epstein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Illumina, Inc.	05/16/2024	Management	10	Elect Director Jacob Thaysen	For	For	For	For	Votes AGAINST Robert Epstein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Illumina, Inc.	05/16/2024	Management	11	Elect Director Scott B. Ullem	For	For	For	For	Votes AGAINST Robert Epstein are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Illumina, Inc.	05/16/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Illumina, Inc.	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Incyte Corporation	06/12/2024	Management	1	Elect Director Julian C. Baker	For	For	Against	Against	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Julian Baker are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/12/2024	Management	2	Elect Director Jean-Jacques Bienaime	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Julian Baker are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/12/2024	Management	3	Elect Director Otis W. Brawley	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Julian Baker are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Incyte Corporation	06/12/2024	Management	4	Elect Director Paul J. Clancy	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Julian Baker are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/12/2024	Management	5	Elect Director Jacquelyn A. Fouse	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Julian Baker are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/12/2024	Management	6	Elect Director Edmund P. Harrigan	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Julian Baker are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/12/2024	Management	7	Elect Director Katherine A. High	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Julian Baker are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/12/2024	Management	8	Elect Director Herve Hoppenot	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Julian Baker are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/12/2024	Management	9	Elect Director Susanne Schaffert	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Julian Baker are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/12/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST the proposal is warranted as the company continues to provide tax gross-up payment for the CEO's financial planning perquisite.
Incyte Corporation	06/12/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ingersoll Rand Inc.	06/13/2024	Management	1	Elect Director Vicente Reynal	For	For	For	For	A vote FOR the director nominee is warranted.
Ingersoll Rand Inc.	06/13/2024	Management	2	Elect Director William P. Donnelly	For	For	For	For	A vote FOR the director nominee is warranted.
Ingersoll Rand Inc.	06/13/2024	Management	3	Elect Director Kirk E. Arnold	For	For	For	For	A vote FOR the director nominee is warranted.
Ingersoll Rand Inc.	06/13/2024	Management	4	Elect Director Gary D. Forsee	For	For	For	For	A vote FOR the director nominee is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ingersoll Rand Inc.	06/13/2024	Management	5	Elect Director Jennifer Hartsock	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/13/2024	Management	6	Elect Director John Humphrey	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/13/2024	Management	7	Elect Director Marc E. Jones	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/13/2024	Management	8	Elect Director Julie A. Schertell	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/13/2024	Management	9	Elect Director JoAnna A. Sohovich	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/13/2024	Management	10	Elect Director Mark P. Stevenson	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/13/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ingersoll Rand Inc.	06/13/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Ingredion Incorporated	05/15/2024	Management	1	Elect Director David B. Fischer	For	For	Against	Against	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	2	Elect Director Rhonda L. Jordan	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	3	Elect Director Gregory B. Kenny	For	For	Against	Against	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	4	Elect Director Charles V. Magro	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	5	Elect Director Victoria J. Reich	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	6	Elect Director Catherine A. Suever	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	7	Elect Director Stephan B. Tanda	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	8	Elect Director Jorge A. Uribe	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ingredion Incorporated	05/15/2024	Management	9	Elect Director Patricia Verduin	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	10	Elect Director Dwayne A. Wilson	For	For	Against	Against	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	11	Elect Director James P. Zallie	For	For	For	For	Votes AGAINST Gregory Kenny, David Fischer and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Ingredion Incorporated	05/15/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Ingredion Incorporated	05/15/2024	Management	14	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Insulet Corporation	05/22/2024	Management	1	Elect Director Wayne A.I. Frederick	For	For	For	For	A vote FOR all director nominees is warranted.
Insulet Corporation	05/22/2024	Management	2	Elect Director Flavia H. Pease	For	For	For	For	A vote FOR all director nominees is warranted.
Insulet Corporation	05/22/2024	Management	3	Elect Director Timothy J. Scannell	For	For	For	For	A vote FOR all director nominees is warranted.
Insulet Corporation	05/22/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Insulet Corporation	05/22/2024	Management	5	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	1	Elect Director Keith Bradley	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	2	Elect Director Shaundra D. Clay	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Integra LifeSciences Holdings Corporation	05/09/2024	Management	3	Elect Director Jan De Witte	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	4	Elect Director Stuart M. Essig	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	5	Elect Director Jeffrey A. Graves	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	6	Elect Director Barbara B. Hill	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	7	Elect Director Renee W. Lo	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Integra LifeSciences Holdings Corporation	05/09/2024	Management	8	Elect Director Raymond G. Murphy	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	9	Elect Director Christian S. Schade	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are warranted for lack of a majority independent board. Votes AGAINST Barbara Hill, Keith Bradley, Raymond Murphy and Christian (Chris) Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Integra LifeSciences Holdings Corporation	05/09/2024	Management	12	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Integra LifeSciences Holdings Corporation	05/09/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: - The plan administrator may provide loans to exercise awards. - The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Intel Corporation	05/07/2024	Management	1	Elect Director Patrick P. Gelsinger	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair Risa Lavizzo-Mourey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/07/2024	Management	2	Elect Director James J. Goetz	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair Risa Lavizzo-Mourey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Intel Corporation	05/07/2024	Management	3	Elect Director Andrea J. Goldsmith	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair Risa Lavizzo-Mourey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/07/2024	Management	4	Elect Director Alyssa H. Henry	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair Risa Lavizzo-Mourey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/07/2024	Management	5	Elect Director Omar Ishrak	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair Risa Lavizzo-Mourey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/07/2024	Management	6	Elect Director Risa Lavizzo-Mourey	For	For	Against	Against	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair Risa Lavizzo-Mourey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/07/2024	Management	7	Elect Director Tsu-Jae King Liu	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair Risa Lavizzo-Mourey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/07/2024	Management	8	Elect Director Barbara G. Novick	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair Risa Lavizzo-Mourey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/07/2024	Management	9	Elect Director Gregory D. Smith	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair Risa Lavizzo-Mourey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Intel Corporation	05/07/2024	Management	10	Elect Director Stacy J. Smith	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair Risa Lavizzo-Mourey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/07/2024	Management	11	Elect Director Lip-Bu Tan	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair Risa Lavizzo-Mourey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/07/2024	Management	12	Elect Director Dion J. Weisler	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair Risa Lavizzo-Mourey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/07/2024	Management	13	Elect Director Frank D. Yeary	For	For	Against	Against	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee chair Risa Lavizzo-Mourey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/07/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intel Corporation	05/07/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Intel Corporation	05/07/2024	Shareholder	16	Establish Board Committee on Corporate Financial Sustainability	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company's existing board oversight appears adequate to address issues related to corporate financial sustainability and, absent clear performance concerns, the board should generally be given latitude to determine its committee structure.
Intel Corporation	05/07/2024	Shareholder	17	Report on Opposing State Abortion Regulation	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as, on balance, the risks stemming from issuing the requested report appear to be greater than the risks to the company associated with its current disclosure and practices.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Intel Corporation	05/07/2024	Shareholder	18	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Interactive Brokers Group, Inc.	04/18/2024	Management	1	Elect Director Thomas Peterffy	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST William (Will) Peterffy is further warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Interactive Brokers Group, Inc.	04/18/2024	Management	2	Elect Director Earl H. Nemser	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST William (Will) Peterffy is further warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Interactive Brokers Group, Inc.	04/18/2024	Management	3	Elect Director Milan Galik	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST William (Will) Peterffy is further warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Interactive Brokers Group, Inc.	04/18/2024	Management	4	Elect Director Paul J. Brody	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST William (Will) Peterffy is further warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Interactive Brokers Group, Inc.	04/18/2024	Management	5	Elect Director Lawrence E. Harris	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST William (Will) Peterffy is further warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Interactive Brokers Group, Inc.	04/18/2024	Management	6	Elect Director William Peterffy	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST William (Will) Peterffy is further warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Interactive Brokers Group, Inc.	04/18/2024	Management	7	Elect Director Nicole Yuen	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST William (Will) Peterffy is further warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Interactive Brokers Group, Inc.	04/18/2024	Management	8	Elect Director Jill Bright	For	For	For	For	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST William (Will) Peterffy is further warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Interactive Brokers Group, Inc.	04/18/2024	Management	9	Elect Director Richard Repetto	For	For	For	For	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST William (Will) Peterffy is further warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Interactive Brokers Group, Inc.	04/18/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Interactive Brokers Group, Inc.	04/18/2024	Management	11	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Intercontinental Exchange, Inc.	05/17/2024	Management	1	Elect Director Sharon Y. Bowen	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/17/2024	Management	2	Elect Director Shantella E. Cooper	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/17/2024	Management	3	Elect Director Duriya M. Farooqui	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/17/2024	Management	4	Elect Director The Right Hon. the Lord Hague of Richmond	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/17/2024	Management	5	Elect Director Mark F. Mulhern	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Intercontinental Exchange, Inc.	05/17/2024	Management	6	Elect Director Thomas E. Noonan	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/17/2024	Management	7	Elect Director Caroline L. Silver	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/17/2024	Management	8	Elect Director Jeffrey C. Sprecher	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/17/2024	Management	9	Elect Director Judith A. Sprieser	For	For	Against	Against	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/17/2024	Management	10	Elect Director Martha A. Tirinnanzi	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/17/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Intercontinental Exchange, Inc.	05/17/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intercontinental Exchange, Inc.	05/17/2024	Shareholder	13	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
International Business Machines Corporation	04/30/2024	Management	1	Elect Director Marianne C. Brown	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/30/2024	Management	2	Elect Director Thomas Buberl	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
International Business Machines Corporation	04/30/2024	Management	3	Elect Director David N. Farr	For	For	Against	Against	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/30/2024	Management	4	Elect Director Alex Gorsky	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/30/2024	Management	5	Elect Director Michelle J. Howard	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/30/2024	Management	6	Elect Director Arvind Krishna	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/30/2024	Management	7	Elect Director Andrew N. Liveris	For	For	Against	Against	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/30/2024	Management	8	Elect Director Frederick William McNabb, III	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/30/2024	Management	9	Elect Director Michael Miebach	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/30/2024	Management	10	Elect Director Martha E. Pollack	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/30/2024	Management	11	Elect Director Peter R. Voser	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/30/2024	Management	12	Elect Director Frederick H. Waddell	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/30/2024	Management	13	Elect Director Alfred W. Zollar	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
International Business Machines Corporation	04/30/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
International Business Machines Corporation	04/30/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
International Business Machines Corporation	04/30/2024	Shareholder	16	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
International Business Machines Corporation	04/30/2024	Shareholder	17	Report on Risks Related to Operations in China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company appears to provide shareholders with sufficient disclosure to assess its management of risks related to its operations in China and has policies in place that address human rights concerns raised by the proponent.
International Business Machines Corporation	04/30/2024	Shareholder	18	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the reduction in the threshold required to exercise written consent would enhance shareholder rights.
International Business Machines Corporation	04/30/2024	Shareholder	19	Report on Climate Lobbying	Against	For	For	For	Support FOR the proposal is warranted. Additional disclosure would help shareholders better evaluate how the company is addressing any misalignments between its direct and indirect lobbying activities and its public commitment to achieve net zero emissions by 2050.
International Business Machines Corporation	04/30/2024	Shareholder	20	Adopt Science-Based GHG Emissions Targets Including for Value Chain Emissions	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from the company's adoption of science-based targets including for scope 3 emissions.
International Paper Company	05/13/2024	Management	1	Elect Director Christopher M. Connor	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu and Ilene Gordon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/13/2024	Management	2	Elect Director Ahmet C. Dorduncu	For	For	Against	Against	Votes AGAINST Ahmet Cemal Dorduncu and Ilene Gordon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/13/2024	Management	3	Elect Director Ilene S. Gordon	For	For	Against	Against	Votes AGAINST Ahmet Cemal Dorduncu and Ilene Gordon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/13/2024	Management	4	Elect Director Anders Gustafsson	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu and Ilene Gordon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/13/2024	Management	5	Elect Director Jacqueline C. Hinman	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu and Ilene Gordon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
International Paper Company	05/13/2024	Management	6	Elect Director Clinton A. Lewis, Jr.	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu and Ilene Gordon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/13/2024	Management	7	Elect Director Kathryn D. Sullivan	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu and Ilene Gordon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/13/2024	Management	8	Elect Director Mark S. Sutton	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu and Ilene Gordon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/13/2024	Management	9	Elect Director Anton V. Vincent	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu and Ilene Gordon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/13/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
International Paper Company	05/13/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
International Paper Company	05/13/2024	Management	12	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
International Paper Company	05/13/2024	Shareholder	13	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, and the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting. In addition, the company lacks a mechanism that would require shareholder approval in order for excessive cash severance to be payable in all contexts. The requested policy would ensure that shareholders have such a safeguard.
International Paper Company	05/13/2024	Shareholder	14	Report on the Company's LGBTQ+ Equity and Inclusion Efforts	Against	Against	For	For	A vote FOR this proposal is warranted because additional information could help shareholders better understand how the company is assessing and managing the progress of its diversity, equity, and inclusion initiatives. Furthermore, it could also benefit shareholders in assessing the company's oversight of associated risks.
Intuit Inc.	01/18/2024	Management	1	Elect Director Eve Burton	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Intuit Inc.	01/18/2024	Management	2	Elect Director Scott D. Cook	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/18/2024	Management	3	Elect Director Richard L. Dalzell	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/18/2024	Management	4	Elect Director Sasan K. Goodarzi	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/18/2024	Management	5	Elect Director Deborah Liu	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/18/2024	Management	6	Elect Director Tekedra Mawakana	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/18/2024	Management	7	Elect Director Suzanne Nora Johnson	For	For	Against	Against	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/18/2024	Management	8	Elect Director Ryan Roslansky	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/18/2024	Management	9	Elect Director Thomas Szkutak	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/18/2024	Management	10	Elect Director Raul Vazquez	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/18/2024	Management	11	Elect Director Eric S. Yuan	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/18/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Intuit Inc.	01/18/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Intuit Inc.	01/18/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intuit Inc.	01/18/2024	Management	15	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no concerns regarding the features of the plan were identified.
Intuit Inc.	01/18/2024	Shareholder	16	Report on Climate Risk in Retirement Plan Options	Against	Against	For	For	A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.
Intuitive Surgical, Inc.	04/25/2024	Management	1	Elect Director Craig H. Barratt	For	For	Against	Against	Votes AGAINST Craig Barratt, Amal Johnson and Mark Rubash are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/25/2024	Management	2	Elect Director Joseph C. Beery	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson and Mark Rubash are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/25/2024	Management	3	Elect Director Lewis Chew	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson and Mark Rubash are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/25/2024	Management	4	Elect Director Gary S. Guthart	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson and Mark Rubash are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/25/2024	Management	5	Elect Director Amal M. Johnson	For	For	Against	Against	Votes AGAINST Craig Barratt, Amal Johnson and Mark Rubash are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/25/2024	Management	6	Elect Director Sreelakshmi Kolli	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson and Mark Rubash are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/25/2024	Management	7	Elect Director Amy L. Ladd	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson and Mark Rubash are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Intuitive Surgical, Inc.	04/25/2024	Management	8	Elect Director Keith R. Leonard, Jr.	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson and Mark Rubash are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/25/2024	Management	9	Elect Director Jami Dover Nachtsheim	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson and Mark Rubash are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/25/2024	Management	10	Elect Director Monica P. Reed	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson and Mark Rubash are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/25/2024	Management	11	Elect Director Mark J. Rubash	For	For	Against	Against	Votes AGAINST Craig Barratt, Amal Johnson and Mark Rubash are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Intuitive Surgical, Inc.	04/25/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intuitive Surgical, Inc.	04/25/2024	Management	14	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Intuitive Surgical, Inc.	04/25/2024	Management	15	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Intuitive Surgical, Inc.	04/25/2024	Shareholder	16	Report on Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from the unadjusted median pay gap statistics that would allow them to better compare and measure the progress of the company's diversity and inclusion initiatives.
Invesco Ltd.	05/23/2024	Management	1	Elect Director Sarah E. Beshar	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	2	Elect Director Thomas M. Finke	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	3	Elect Director Thomas ("Todd") P. Gibbons	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	4	Elect Director William ("Bill") F. Glavin, Jr.	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	5	Elect Director Elizabeth S. Johnson	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Invesco Ltd.	05/23/2024	Management	6	Elect Director Andrew R. Schlossberg	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	7	Elect Director Nigel Sheinwald	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	8	Elect Director Paula C. Tolliver	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	9	Elect Director G. Richard ("Rick") Wagoner, Jr.	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	10	Elect Director Christopher C. Womack	For	For	For	For	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	11	Elect Director Phoebe A. Wood	For	For	Against	Against	Votes AGAINST Phoebe Wood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Invesco Ltd.	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Invesco Ltd.	05/23/2024	Management	13	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the three-year average burn rate is excessive.
Invesco Ltd.	05/23/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Invesco Ltd.	05/23/2024	Shareholder	15	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted. While current severance entitlements are reasonable, the company does not disclose a policy prohibiting additional cash severance payments beyond a certain level or a mechanism that would require shareholder approval in order for excessive cash severance to be payable. The requested policy would provide such shareholder protections.
Invitation Homes, Inc.	05/15/2024	Management	1	Elect Director Michael D. Fascitelli	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/15/2024	Management	2	Elect Director Dallas B. Tanner	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/15/2024	Management	3	Elect Director Jana Cohen Barbe	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/15/2024	Management	4	Elect Director Richard D. Bronson	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/15/2024	Management	5	Elect Director Jeffrey E. Kelter	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/15/2024	Management	6	Elect Director Joseph D. Margolis	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/15/2024	Management	7	Elect Director John B. Rhea	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/15/2024	Management	8	Elect Director Janice L. Sears	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/15/2024	Management	9	Elect Director Frances Aldrich Sevilla-Sacasa	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/15/2024	Management	10	Elect Director Keith D. Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/15/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Invitation Homes, Inc.	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
IPG Photonics Corporation	06/18/2024	Management	1	Elect Director Gregory Beecher	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	2	Elect Director Michael Child	For	For	Against	Against	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	3	Elect Director Jeanmarie Desmond	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	4	Elect Director Gregory Dougherty	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	5	Elect Director Mark Gitin	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	6	Elect Director Kolleen Kennedy	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	7	Elect Director Eric Meurice	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	8	Elect Director Natalia Pavlova	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	9	Elect Director John Peeler	For	For	Against	Against	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	10	Elect Director Eugene Scherbakov	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	06/18/2024	Management	11	Elect Director Agnes Tang	For	For	For	For	Votes AGAINST John Peeler and Michael Child are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
IPG Photonics Corporation	06/18/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
IPG Photonics Corporation	06/18/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IQVIA Holdings Inc.	04/16/2024	Management	1	Elect Director Ari Bousbib	For	For	For	For	A vote FOR the director nominee is warranted.
IQVIA Holdings Inc.	04/16/2024	Management	2	Elect Director Carol J. Burt	For	For	For	For	A vote FOR the director nominee is warranted.
IQVIA Holdings Inc.	04/16/2024	Management	3	Elect Director Colleen A. Goggins	For	For	For	For	A vote FOR the director nominee is warranted.
IQVIA Holdings Inc.	04/16/2024	Management	4	Elect Director John M. Leonard	For	For	For	For	A vote FOR the director nominee is warranted.
IQVIA Holdings Inc.	04/16/2024	Management	5	Elect Director Todd B. Sisitsky	For	For	For	For	A vote FOR the director nominee is warranted.
IQVIA Holdings Inc.	04/16/2024	Management	6	Elect Director Sheila A. Stamps	For	For	For	For	A vote FOR the director nominee is warranted.
IQVIA Holdings Inc.	04/16/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
IQVIA Holdings Inc.	04/16/2024	Shareholder	8	Report on Political Contributions and Expenditures	Against	Against	For	For	A vote FOR this proposal is warranted, as the requested report would enable shareholders to have a more comprehensive understanding of how the company oversees and manages related risks and would further ensure congruency between the company's stated values and its political contributions.
IQVIA Holdings Inc.	04/16/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Iridium Communications Inc.	05/21/2024	Management	1	Elect Director Robert H. Niehaus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	2	Elect Director Thomas C. Canfield	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Iridium Communications Inc.	05/21/2024	Management	3	Elect Director Matthew J. Desch	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	4	Elect Director Thomas J. Fitzpatrick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	5	Elect Director L. Anthony Frazier	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	6	Elect Director Alvin B. Krongard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	7	Elect Director Suzanne E. McBride	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Iridium Communications Inc.	05/21/2024	Management	8	Elect Director Eric T. Olson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	9	Elect Director Kay N. Sears	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	10	Elect Director Jacqueline E. Yeaney	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride and Eric Olson are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Eric Olson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Iridium Communications Inc.	05/21/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Iron Mountain Incorporated	05/30/2024	Management	1	Elect Director Jennifer Allerton	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/30/2024	Management	2	Elect Director Pamela M. Arway	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/30/2024	Management	3	Elect Director Clarke H. Bailey	For	For	Against	Against	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/30/2024	Management	4	Elect Director Kent P. Dauten	For	For	Against	Against	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Iron Mountain Incorporated	05/30/2024	Management	5	Elect Director Monte Ford	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/30/2024	Management	6	Elect Director Robin L. Matlock	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/30/2024	Management	7	Elect Director William L. Meaney	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/30/2024	Management	8	Elect Director Wendy J. Murdock	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/30/2024	Management	9	Elect Director Walter C. Rakowich	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/30/2024	Management	10	Elect Director Theodore R. Samuels	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/30/2024	Management	11	Elect Director Doyle R. Simons	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/30/2024	Management	12	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Iron Mountain Incorporated	05/30/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Iron Mountain Incorporated	05/30/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ITT Inc.	05/15/2024	Management	1	Elect Director Kevin Berryman	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	2	Elect Director Donald DeFosset, Jr.	For	For	Against	Against	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ITT Inc.	05/15/2024	Management	3	Elect Director Nazzic S. Keene	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	4	Elect Director Rebecca A. McDonald	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	5	Elect Director Christopher O'Shea	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	6	Elect Director Timothy H. Powers	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	7	Elect Director Luca Savi	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	8	Elect Director Cheryl L. Shavers	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	9	Elect Director Sharon Szafranski	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/15/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ITT Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
ITT Inc.	05/15/2024	Shareholder	12	Report on Political Contributions and Expenditures	Against	Against	For	For	A vote FOR this proposal is warranted, as the requested report would enable shareholders to have a more comprehensive understanding of how the company oversees and manages related risks and would further ensure congruency between the company's stated values and its political contributions.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
J.B. Hunt Transport Services, Inc.	04/25/2024	Management	1	Elect Director Francesca M. Edwardson	For	For	Against	Against	Votes AGAINST non-independent nominees John Roberts III, James Robo, Francesca Edwardson, Sharilyn Gasaway, Johnnie Bryan Hunt Jr. and Shelley Simpson are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/25/2024	Management	2	Elect Director Sharilyn S. Gasaway	For	For	Against	Against	Votes AGAINST non-independent nominees John Roberts III, James Robo, Francesca Edwardson, Sharilyn Gasaway, Johnnie Bryan Hunt Jr. and Shelley Simpson are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/25/2024	Management	3	Elect Director Thad (John B., III) Hill	For	For	For	For	Votes AGAINST non-independent nominees John Roberts III, James Robo, Francesca Edwardson, Sharilyn Gasaway, Johnnie Bryan Hunt Jr. and Shelley Simpson are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/25/2024	Management	4	Elect Director Bryan Hunt	For	For	Against	Against	Votes AGAINST non-independent nominees John Roberts III, James Robo, Francesca Edwardson, Sharilyn Gasaway, Johnnie Bryan Hunt Jr. and Shelley Simpson are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/25/2024	Management	5	Elect Director Persio Lisboa	For	For	For	For	Votes AGAINST non-independent nominees John Roberts III, James Robo, Francesca Edwardson, Sharilyn Gasaway, Johnnie Bryan Hunt Jr. and Shelley Simpson are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
J.B. Hunt Transport Services, Inc.	04/25/2024	Management	6	Elect Director Patrick Ottensmeyer	For	For	For	For	Votes AGAINST non-independent nominees John Roberts III, James Robo, Francesca Edwardson, Sharilyn Gasaway, Johnnie Bryan Hunt Jr. and Shelley Simpson are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/25/2024	Management	7	Elect Director John N. Roberts, III	For	For	Against	Against	Votes AGAINST non-independent nominees John Roberts III, James Robo, Francesca Edwardson, Sharilyn Gasaway, Johnnie Bryan Hunt Jr. and Shelley Simpson are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/25/2024	Management	8	Elect Director James L. Robo	For	For	Against	Against	Votes AGAINST non-independent nominees John Roberts III, James Robo, Francesca Edwardson, Sharilyn Gasaway, Johnnie Bryan Hunt Jr. and Shelley Simpson are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/25/2024	Management	9	Elect Director Shelley Simpson	For	For	Against	Against	Votes AGAINST non-independent nominees John Roberts III, James Robo, Francesca Edwardson, Sharilyn Gasaway, Johnnie Bryan Hunt Jr. and Shelley Simpson are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/25/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
J.B. Hunt Transport Services, Inc.	04/25/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Jabil Inc.	01/25/2024	Management	1	Elect Director Anousheh Ansari	For	For	For	For	Votes AGAINST Steven (Steve) Raymund and David Stout are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jabil Inc.	01/25/2024	Management	2	Elect Director Christopher S. Holland	For	For	For	For	Votes AGAINST Steven (Steve) Raymund and David Stout are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/25/2024	Management	3	Elect Director Mark T. Mondello	For	For	For	For	Votes AGAINST Steven (Steve) Raymund and David Stout are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/25/2024	Management	4	Elect Director John C. Plant	For	For	Against	Against	Votes AGAINST Steven (Steve) Raymund and David Stout are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/25/2024	Management	5	Elect Director Steven A. Raymund	For	For	Against	Against	Votes AGAINST Steven (Steve) Raymund and David Stout are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/25/2024	Management	6	Elect Director James Siminoff	For	For	For	For	Votes AGAINST Steven (Steve) Raymund and David Stout are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/25/2024	Management	7	Elect Director David M. Stout	For	For	Against	Against	Votes AGAINST Steven (Steve) Raymund and David Stout are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/25/2024	Management	8	Elect Director N.V. "Tiger" Tyagarajan	For	For	For	For	Votes AGAINST Steven (Steve) Raymund and David Stout are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jabil Inc.	01/25/2024	Management	9	Elect Director Kathleen A. Walters	For	For	For	For	Votes AGAINST Steven (Steve) Raymund and David Stout are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/25/2024	Management	10	Elect Director Kenneth S. Wilson	For	For	For	For	Votes AGAINST Steven (Steve) Raymund and David Stout are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/25/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Jabil Inc.	01/25/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Jabil Inc.	01/25/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Jabil Inc.	01/25/2024	Shareholder	14	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is small.
Jacobs Solutions, Inc.	01/24/2024	Management	1	Elect Director Steven J. Demetriou	For	For	For	For	Votes AGAINST Christopher Thompson, Ralph (Ed) Eberhart and Peter Robertson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2024	Management	2	Elect Director Christopher M.T. Thompson	For	For	Against	Against	Votes AGAINST Christopher Thompson, Ralph (Ed) Eberhart and Peter Robertson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2024	Management	3	Elect Director Priya Abani	For	For	For	For	Votes AGAINST Christopher Thompson, Ralph (Ed) Eberhart and Peter Robertson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2024	Management	4	Elect Director Vincent K. Brooks	For	For	For	For	Votes AGAINST Christopher Thompson, Ralph (Ed) Eberhart and Peter Robertson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2024	Management	5	Elect Director Ralph E. (Ed) Eberhart	For	For	Against	Against	Votes AGAINST Christopher Thompson, Ralph (Ed) Eberhart and Peter Robertson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jacobs Solutions, Inc.	01/24/2024	Management	6	Elect Director Manny Fernandez	For	For	For	For	Votes AGAINST Christopher Thompson, Ralph (Ed) Eberhart and Peter Robertson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2024	Management	7	Elect Director Georgette D. Kiser	For	For	For	For	Votes AGAINST Christopher Thompson, Ralph (Ed) Eberhart and Peter Robertson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2024	Management	8	Elect Director Barbara L. Loughran	For	For	For	For	Votes AGAINST Christopher Thompson, Ralph (Ed) Eberhart and Peter Robertson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2024	Management	9	Elect Director Robert A. McNamara	For	For	For	For	Votes AGAINST Christopher Thompson, Ralph (Ed) Eberhart and Peter Robertson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2024	Management	10	Elect Director Louis V. Pinkham	For	For	For	For	Votes AGAINST Christopher Thompson, Ralph (Ed) Eberhart and Peter Robertson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2024	Management	11	Elect Director Robert V. Pragada	For	For	For	For	Votes AGAINST Christopher Thompson, Ralph (Ed) Eberhart and Peter Robertson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2024	Management	12	Elect Director Peter J. Robertson	For	For	Against	Against	Votes AGAINST Christopher Thompson, Ralph (Ed) Eberhart and Peter Robertson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2024	Management	13	Elect Director Julie A. Sloat	For	For	For	For	Votes AGAINST Christopher Thompson, Ralph (Ed) Eberhart and Peter Robertson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Jacobs Solutions, Inc.	01/24/2024	Management	15	Amend Charter to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Jacobs Solutions, Inc.	01/24/2024	Management	16	Amend Certificate of Incorporation to Eliminate the Pass-Through Voting Provision	For	For	For	For	A vote FOR this proposal is warranted as shareholders will still have the right to vote on matters relating to the company, and the amendment will update the company's governing documents to be in line with those of most other holding companies.
Jacobs Solutions, Inc.	01/24/2024	Management	17	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jacobs Solutions, Inc.	01/24/2024	Shareholder	18	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
Janus Henderson Group Plc	05/01/2024	Management	1	Elect Director Brian Baldwin	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	2	Elect Director John Cassaday	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	3	Elect Director Kalpana Desai	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	4	Elect Director Ali Dibadj	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	5	Elect Director Kevin Dolan	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	6	Elect Director Eugene Flood, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	7	Elect Director Josh Frank	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	8	Elect Director Alison Quirk	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	9	Elect Director Leslie F. Seidman	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	10	Elect Director Angela Seymour-Jackson	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	11	Elect Director Anne Sheehan	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/01/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Janus Henderson Group Plc	05/01/2024	Management	13	Authorize Share Repurchase Program	For	For	For	For	A vote FOR this proposal is warranted, as the proposed amount and duration are within reasonable limits.
Janus Henderson Group Plc	05/01/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors and Authorise Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Jefferies Financial Group Inc.	03/28/2024	Management	1	Elect Director Linda L. Adamany	For	For	Against	Against	Votes AGAINST Michael O'Kane are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members Robert Beyer, MaryAnne Gilmartin, Michael O'Kane and Melissa Weiler are warranted, due to the committee's poor responsiveness to last year's low say-on-pay vote result. Votes AGAINST incumbent audit committee members Linda Adamany, Thomas (Tom) Jones, Jacob (Jack) Katz and Melissa Weiler are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jefferies Financial Group Inc.	03/28/2024	Management	2	Elect Director Robert D. Beyer	For	Against	Against	Against	Votes AGAINST Michael O'Kane are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members Robert Beyer, MaryAnne Gilmartin, Michael O'Kane and Melissa Weiler are warranted, due to the committee's poor responsiveness to last year's low say-on-pay vote result. Votes AGAINST incumbent audit committee members Linda Adamany, Thomas (Tom) Jones, Jacob (Jack) Katz and Melissa Weiler are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/28/2024	Management	3	Elect Director Matrice Ellis Kirk	For	For	For	For	Votes AGAINST Michael O'Kane are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members Robert Beyer, MaryAnne Gilmartin, Michael O'Kane and Melissa Weiler are warranted, due to the committee's poor responsiveness to last year's low say-on-pay vote result. Votes AGAINST incumbent audit committee members Linda Adamany, Thomas (Tom) Jones, Jacob (Jack) Katz and Melissa Weiler are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/28/2024	Management	4	Elect Director Brian P. Friedman	For	For	For	For	Votes AGAINST Michael O'Kane are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members Robert Beyer, MaryAnne Gilmartin, Michael O'Kane and Melissa Weiler are warranted, due to the committee's poor responsiveness to last year's low say-on-pay vote result. Votes AGAINST incumbent audit committee members Linda Adamany, Thomas (Tom) Jones, Jacob (Jack) Katz and Melissa Weiler are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jefferies Financial Group Inc.	03/28/2024	Management	5	Elect Director MaryAnne Gilmartin	For	Against	Against	Against	Votes AGAINST Michael O'Kane are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members Robert Beyer, MaryAnne Gilmartin, Michael O'Kane and Melissa Weiler are warranted, due to the committee's poor responsiveness to last year's low say-on-pay vote result. Votes AGAINST incumbent audit committee members Linda Adamany, Thomas (Tom) Jones, Jacob (Jack) Katz and Melissa Weiler are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/28/2024	Management	6	Elect Director Richard B. Handler	For	For	For	For	Votes AGAINST Michael O'Kane are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members Robert Beyer, MaryAnne Gilmartin, Michael O'Kane and Melissa Weiler are warranted, due to the committee's poor responsiveness to last year's low say-on-pay vote result. Votes AGAINST incumbent audit committee members Linda Adamany, Thomas (Tom) Jones, Jacob (Jack) Katz and Melissa Weiler are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/28/2024	Management	7	Elect Director Thomas W. Jones	For	For	Against	Against	Votes AGAINST Michael O'Kane are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members Robert Beyer, MaryAnne Gilmartin, Michael O'Kane and Melissa Weiler are warranted, due to the committee's poor responsiveness to last year's low say-on-pay vote result. Votes AGAINST incumbent audit committee members Linda Adamany, Thomas (Tom) Jones, Jacob (Jack) Katz and Melissa Weiler are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jefferies Financial Group Inc.	03/28/2024	Management	8	Elect Director Jacob M. Katz	For	For	Against	Against	Votes AGAINST Michael O'Kane are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members Robert Beyer, MaryAnne Gilmartin, Michael O'Kane and Melissa Weiler are warranted, due to the committee's poor responsiveness to last year's low say-on-pay vote result. Votes AGAINST incumbent audit committee members Linda Adamany, Thomas (Tom) Jones, Jacob (Jack) Katz and Melissa Weiler are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/28/2024	Management	9	Elect Director Michael T. O'Kane	For	Against	Against	Against	Votes AGAINST Michael O'Kane are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members Robert Beyer, MaryAnne Gilmartin, Michael O'Kane and Melissa Weiler are warranted, due to the committee's poor responsiveness to last year's low say-on-pay vote result. Votes AGAINST incumbent audit committee members Linda Adamany, Thomas (Tom) Jones, Jacob (Jack) Katz and Melissa Weiler are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/28/2024	Management	10	Elect Director Joseph S. Steinberg	For	For	For	For	Votes AGAINST Michael O'Kane are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members Robert Beyer, MaryAnne Gilmartin, Michael O'Kane and Melissa Weiler are warranted, due to the committee's poor responsiveness to last year's low say-on-pay vote result. Votes AGAINST incumbent audit committee members Linda Adamany, Thomas (Tom) Jones, Jacob (Jack) Katz and Melissa Weiler are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jefferies Financial Group Inc.	03/28/2024	Management	11	Elect Director Melissa V. Weiler	For	Against	Against	Against	Votes AGAINST Michael O'Kane are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent compensation committee members Robert Beyer, MaryAnne Gilmartin, Michael O'Kane and Melissa Weiler are warranted, due to the committee's poor responsiveness to last year's low say-on-pay vote result. Votes AGAINST incumbent audit committee members Linda Adamany, Thomas (Tom) Jones, Jacob (Jack) Katz and Melissa Weiler are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/28/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Jefferies Financial Group Inc.	03/28/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Jefferies Financial Group Inc.	03/28/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Johnson & Johnson	04/25/2024	Management	1	Elect Director Darius Adamczyk	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/25/2024	Management	2	Elect Director Mary C. Beckerle	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/25/2024	Management	3	Elect Director D. Scott Davis	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/25/2024	Management	4	Elect Director Jennifer A. Doudna	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/25/2024	Management	5	Elect Director Joaquin Duato	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/25/2024	Management	6	Elect Director Marillyn A. Hewson	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/25/2024	Management	7	Elect Director Paula A. Johnson	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/25/2024	Management	8	Elect Director Hubert Joly	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Johnson & Johnson	04/25/2024	Management	9	Elect Director Mark B. McClellan	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/25/2024	Management	10	Elect Director Anne M. Mulcahy	For	For	Against	Against	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/25/2024	Management	11	Elect Director Mark A. Weinberger	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/25/2024	Management	12	Elect Director Nadja Y. West	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/25/2024	Management	13	Elect Director Eugene A. Woods	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Johnson & Johnson	04/25/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Johnson & Johnson	04/25/2024	Shareholder	16	Report on Gender-Based Compensation and Benefits Inequities	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company appears to provide sufficient information for investors to be able to determine how the company is managing compensation and health benefits related risks.
Johnson & Johnson	04/25/2024	Shareholder	17	Report on Impact of Extended Patent Exclusivities on Product Access					
Johnson Controls International plc	03/13/2024	Management	1	Elect Director Timothy Archer	For	For	For	For	A vote FOR the director nominees is warranted.
Johnson Controls International plc	03/13/2024	Management	2	Elect Director Jean Blackwell	For	For	For	For	A vote FOR the director nominees is warranted.
Johnson Controls International plc	03/13/2024	Management	3	Elect Director Pierre Cohade	For	For	For	For	A vote FOR the director nominees is warranted.
Johnson Controls International plc	03/13/2024	Management	4	Elect Director W. Roy Dunbar	For	For	For	For	A vote FOR the director nominees is warranted.
Johnson Controls International plc	03/13/2024	Management	5	Elect Director Gretchen R. Haggerty	For	For	For	For	A vote FOR the director nominees is warranted.
Johnson Controls International plc	03/13/2024	Management	6	Elect Director Ayesha Khanna	For	For	For	For	A vote FOR the director nominees is warranted.
Johnson Controls International plc	03/13/2024	Management	7	Elect Director Seetarama (Swamy) Kotagiri	For	For	For	For	A vote FOR the director nominees is warranted.
Johnson Controls International plc	03/13/2024	Management	8	Elect Director Simone Menne	For	For	For	For	A vote FOR the director nominees is warranted.
Johnson Controls International plc	03/13/2024	Management	9	Elect Director George R. Oliver	For	For	For	For	A vote FOR the director nominees is warranted.
Johnson Controls International plc	03/13/2024	Management	10	Elect Director Jurgen Tinggren	For	For	For	For	A vote FOR the director nominees is warranted.
Johnson Controls International plc	03/13/2024	Management	11	Elect Director Mark Vergnano	For	For	For	For	A vote FOR the director nominees is warranted.
Johnson Controls International plc	03/13/2024	Management	12	Elect Director John D. Young	For	For	For	For	A vote FOR the director nominees is warranted.
Johnson Controls International plc	03/13/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST Item 2a is warranted as the auditor's tenure at the company exceeds seven years. A vote FOR Item 2b is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Johnson Controls International plc	03/13/2024	Management	14	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote AGAINST Item 2a is warranted as the auditor's tenure at the company exceeds seven years. A vote FOR Item 2b is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Johnson Controls International plc	03/13/2024	Management	15	Authorize Market Purchases of Company Shares	For	For	For	For	A vote FOR this proposal is warranted, as the terms of the repurchase program are reasonable and all shareholders would have the opportunity to participate, and as there are no company-specific concerns relating to the board's authority to conduct open-market repurchases.
Johnson Controls International plc	03/13/2024	Management	16	Determine Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
Johnson Controls International plc	03/13/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Johnson Controls International plc	03/13/2024	Management	18	Approve the Directors' Authority to Allot Shares	For	For	Against	Against	A vote AGAINST Items 6 and 7 is warranted as the proposed amount is not within recommended limits.
Johnson Controls International plc	03/13/2024	Management	19	Approve the Disapplication of Statutory Pre-Emption Rights	For	For	Against	Against	A vote AGAINST Items 6 and 7 is warranted as the proposed amount is not within recommended limits.
Jones Lang LaSalle Incorporated	05/22/2024	Management	1	Elect Director Hugo Bague	For	For	Against	Against	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	2	Elect Director Matthew Carter, Jr.	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	3	Elect Director Susan M. Gore	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	4	Elect Director Tina Ju	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	5	Elect Director Bridget Macaskill	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	6	Elect Director Deborah H. McAneny	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	7	Elect Director Siddharth (Bobby) Mehta	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	8	Elect Director Moses Ojisekhoba	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	9	Elect Director Jeetendra (Jeetu) I. Patel	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	10	Elect Director Larry Quinlan	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jones Lang LaSalle Incorporated	05/22/2024	Management	11	Elect Director Efrain Rivera	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	12	Elect Director Christian Ulbrich	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Jones Lang LaSalle Incorporated	05/22/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Jones Lang LaSalle Incorporated	05/22/2024	Management	15	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
JPMorgan Chase & Co.	05/21/2024	Management	1	Elect Director Linda B. Bammann	For	For	For	For	Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Todd Combs are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/21/2024	Management	2	Elect Director Stephen B. Burke	For	For	Against	Against	Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Todd Combs are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/21/2024	Management	3	Elect Director Todd A. Combs	For	For	Against	Against	Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Todd Combs are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/21/2024	Management	4	Elect Director Alicia Boler Davis	For	For	For	For	Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Todd Combs are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/21/2024	Management	5	Elect Director James Dimon	For	For	For	For	Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Todd Combs are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
JPMorgan Chase & Co.	05/21/2024	Management	6	Elect Director Alex Gorsky	For	For	For	For	Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Todd Combs are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/21/2024	Management	7	Elect Director Mellody Hobson	For	For	For	For	Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Todd Combs are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/21/2024	Management	8	Elect Director Phebe N. Novakovic	For	For	For	For	Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Todd Combs are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/21/2024	Management	9	Elect Director Virginia M. Rometty	For	For	For	For	Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Todd Combs are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/21/2024	Management	10	Elect Director Mark A. Weinberger	For	For	For	For	Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Todd Combs are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
JPMorgan Chase & Co.	05/21/2024	Management	12	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues concerning the features of the plan were identified.
JPMorgan Chase & Co.	05/21/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
JPMorgan Chase & Co.	05/21/2024	Shareholder	14	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
JPMorgan Chase & Co.	05/21/2024	Shareholder	15	Report on Impacts of JPMC's Climate Transition Policies	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company appears to provide sufficient disclosure around how it weighs the costs and benefits associated with its policies toward the energy transition.
JPMorgan Chase & Co.	05/21/2024	Shareholder	16	Report on Respecting Indigenous Peoples' Rights	Against	For	For	For	A vote FOR this proposal is warranted. The bank and its shareholders are likely to benefit from increased transparency regarding due diligence around Indigenous Peoples' rights in project-related financing and clients' activities, for existing and future business.
JPMorgan Chase & Co.	05/21/2024	Shareholder	17	Review Proxy Voting Record and Policies Related to Climate Change and Diversity	Against	Against	For	For	A vote FOR this proposal is warranted. The requested report would benefit shareholders by allowing them to assess the company's policies and proxy voting practices on diversity and climate change-related issues, as well as providing a better understanding of the company's policy positions on such topics. Additional information regarding the potential risks of misalignment between the company's proxy voting policies and practices as well as the company's strategies for addressing those issues would further complement the company's commitments.
JPMorgan Chase & Co.	05/21/2024	Shareholder	18	Commission Third Party Report on Due Diligence Process of Doing Business in Conflict Affected Areas	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information regarding the processes the company uses to identify and assess human rights impacts in its operations and supply chain would allow shareholders to better gauge how the company is managing human rights related risks. Additionally, such a report would provide additional information to shareholders to evaluate how the company is evaluating and managing related operational risks that could potentially negatively affect shareholder value.
JPMorgan Chase & Co.	05/21/2024	Shareholder	19	Submit Severance Agreement to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted. Although the company does not currently maintain severance or golden parachute arrangements, the company also does not disclose a policy that future cash severance payments beyond market norms would require shareholder approval. The requested policy would therefore represent an enhancement to shareholders' interests.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
JPMorgan Chase & Co.	05/21/2024	Shareholder	20	Report on Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against employees.
Juniper Networks, Inc.	04/02/2024	Management	1	Approve Merger Agreement	For	For	For	For	Shareholders are receiving a meaningful premium to the unaffected date price and JNPR's 52-week high, there is a potential downside risk of non-approval, and the cash consideration provides shareholders with certainty of value. As such, support FOR the proposed transaction is warranted.
Juniper Networks, Inc.	04/02/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. Although a portion of the CEO's outstanding equity will automatically accelerate upon closing of the merger, a majority of the outstanding equity will only vest upon a qualifying termination.
Juniper Networks, Inc.	04/02/2024	Management	3	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Juniper Networks, Inc.	04/02/2024	Management	4	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Juniper Networks, Inc.	06/04/2024	Management	1	Elect Director Anne DeSanto	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	06/04/2024	Management	2	Elect Director Kevin DeNuccio	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	06/04/2024	Management	3	Elect Director James Dolce	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	06/04/2024	Management	4	Elect Director Steven Fernandez	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	06/04/2024	Management	5	Elect Director Christine Gorjanc	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	06/04/2024	Management	6	Elect Director Janet Haugen	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	06/04/2024	Management	7	Elect Director Scott Kriens	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	06/04/2024	Management	8	Elect Director Rahul Merchant	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Juniper Networks, Inc.	06/04/2024	Management	9	Elect Director Rami Rahim	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	06/04/2024	Management	10	Elect Director William Stensrud	For	For	Against	Against	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	06/04/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Juniper Networks, Inc.	06/04/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Juniper Networks, Inc.	06/04/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Juniper Networks, Inc.	06/04/2024	Management	14	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Karuna Therapeutics, Inc.	03/12/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted, given the premium to the all-time high, the downside risk of non-approval, and the cash form of consideration, which provides certainty and liquidity to KRTX shareholders.
Karuna Therapeutics, Inc.	03/12/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although a recent enhancement in connection with the merger has the potential to cause excise tax gross-up payments (though none are estimated at this time), and outstanding equity awards will automatically accelerate upon the merger, cash severance is double trigger and reasonably based, and recent equity grants will be assumed as cash awards with vesting provisions maintained.
Karuna Therapeutics, Inc.	03/12/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
KBR, Inc.	05/15/2024	Management	1	Elect Director Mark E. Baldwin	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	2	Elect Director Stuart J. B. Bradie	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	3	Elect Director Joseph Dominguez	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
KBR, Inc.	05/15/2024	Management	4	Elect Director Lynn A. Dugle	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	5	Elect Director Lester L. Lyles	For	For	Against	Against	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	6	Elect Director John A. Manzoni	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	7	Elect Director Wendy M. Masiello	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	8	Elect Director Jack B. Moore	For	For	Against	Against	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	9	Elect Director Ann D. Pickard	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	10	Elect Director Carlos A. Sabater	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
KBR, Inc.	05/15/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kemper Corporation	05/01/2024	Management	1	Elect Director Teresa A. Canida	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	2	Elect Director George N. Cochran	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	3	Elect Director Jason N. Gorevic	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	4	Elect Director Lacy M. Johnson	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	5	Elect Director Joseph P. Lacher, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	6	Elect Director Gerald Laderman	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	7	Elect Director Suzet M. McKinney	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	8	Elect Director Alberto J. Paracchini	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	9	Elect Director Stuart B. Parker	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	10	Elect Director Susan D. Whiting	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kemper Corporation	05/01/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kemper Corporation	05/01/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kenvue Inc.	05/23/2024	Management	1	Elect Director Richard E. Allison, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Kenvue Inc.	05/23/2024	Management	2	Elect Director Peter M. Fasolo	For	For	For	For	A vote FOR all director nominees is warranted.
Kenvue Inc.	05/23/2024	Management	3	Elect Director Tamara S. Franklin	For	For	For	For	A vote FOR all director nominees is warranted.
Kenvue Inc.	05/23/2024	Management	4	Elect Director Seemantini Godbole	For	For	For	For	A vote FOR all director nominees is warranted.
Kenvue Inc.	05/23/2024	Management	5	Elect Director Melanie L. Healey	For	For	For	For	A vote FOR all director nominees is warranted.
Kenvue Inc.	05/23/2024	Management	6	Elect Director Betsy D. Holden	For	For	For	For	A vote FOR all director nominees is warranted.
Kenvue Inc.	05/23/2024	Management	7	Elect Director Larry J. Merlo	For	For	For	For	A vote FOR all director nominees is warranted.
Kenvue Inc.	05/23/2024	Management	8	Elect Director Thibaut Mongon	For	For	For	For	A vote FOR all director nominees is warranted.
Kenvue Inc.	05/23/2024	Management	9	Elect Director Vasant Prabhu	For	For	For	For	A vote FOR all director nominees is warranted.
Kenvue Inc.	05/23/2024	Management	10	Elect Director Michael E. Sneed	For	For	For	For	A vote FOR all director nominees is warranted.
Kenvue Inc.	05/23/2024	Management	11	Elect Director Joseph J. Wolk	For	For	For	For	A vote FOR all director nominees is warranted.
Kenvue Inc.	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Kenvue Inc.	05/23/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Kenvue Inc.	05/23/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Keurig Dr Pepper Inc.	06/10/2024	Management	1	Elect Director Timothy "Tim" Cofer	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Timothy (Tim) Cofer, Joachim Joseph Creus, Olivier Goudet, Pamela Patsley and Lubomira Rochet are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/10/2024	Management	2	Elect Director Robert "Bob" Gamgort	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Timothy (Tim) Cofer, Joachim Joseph Creus, Olivier Goudet, Pamela Patsley and Lubomira Rochet are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/10/2024	Management	3	Elect Director Oray B. Boston, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Timothy (Tim) Cofer, Joachim Joseph Creus, Olivier Goudet, Pamela Patsley and Lubomira Rochet are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Keurig Dr Pepper Inc.	06/10/2024	Management	4	Elect Director Joachim Creus	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Timothy (Tim) Cofer, Joachim Joseph Creus, Olivier Goudet, Pamela Patsley and Lubomira Rochet are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/10/2024	Management	5	Elect Director Olivier Goudet	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Timothy (Tim) Cofer, Joachim Joseph Creus, Olivier Goudet, Pamela Patsley and Lubomira Rochet are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/10/2024	Management	6	Elect Director Juliette Hickman	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Timothy (Tim) Cofer, Joachim Joseph Creus, Olivier Goudet, Pamela Patsley and Lubomira Rochet are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/10/2024	Management	7	Elect Director Paul Michaels	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Timothy (Tim) Cofer, Joachim Joseph Creus, Olivier Goudet, Pamela Patsley and Lubomira Rochet are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/10/2024	Management	8	Elect Director Pamela "Pam" Patsley	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Timothy (Tim) Cofer, Joachim Joseph Creus, Olivier Goudet, Pamela Patsley and Lubomira Rochet are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/10/2024	Management	9	Elect Director Lubomira Rochet	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Timothy (Tim) Cofer, Joachim Joseph Creus, Olivier Goudet, Pamela Patsley and Lubomira Rochet are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Keurig Dr Pepper Inc.	06/10/2024	Management	10	Elect Director Debra Sandler	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Timothy (Tim) Cofer, Joachim Joseph Creus, Olivier Goudet, Pamela Patsley and Lubomira Rochet are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/10/2024	Management	11	Elect Director Robert "Bob" Singer	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Timothy (Tim) Cofer, Joachim Joseph Creus, Olivier Goudet, Pamela Patsley and Lubomira Rochet are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Keurig Dr Pepper Inc.	06/10/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Keurig Dr Pepper Inc.	06/10/2024	Shareholder	14	Report on Efforts to Reduce Plastic Use	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure on the company's efforts to reduce its plastics use by shifting away from single-use packaging would allow shareholders to better assess the company's management of related risks.
KeyCorp	05/09/2024	Management	1	Elect Director Alexander M. Cutler	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher (Chris) Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/09/2024	Management	2	Elect Director H. James Dallas	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher (Chris) Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
KeyCorp	05/09/2024	Management	3	Elect Director Elizabeth R. Gile	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher (Chris) Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/09/2024	Management	4	Elect Director Ruth Ann M. Gillis	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher (Chris) Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/09/2024	Management	5	Elect Director Christopher M. Gorman	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher (Chris) Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/09/2024	Management	6	Elect Director Robin N. Hayes	For	For	For	For	Votes AGAINST non-independent nominees Christopher (Chris) Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/09/2024	Management	7	Elect Director Carlton L. Highsmith	For	For	For	For	Votes AGAINST non-independent nominees Christopher (Chris) Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
KeyCorp	05/09/2024	Management	8	Elect Director Richard J. Hipple	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher (Chris) Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/09/2024	Management	9	Elect Director Devina A. Rankin	For	For	For	For	Votes AGAINST non-independent nominees Christopher (Chris) Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/09/2024	Management	10	Elect Director Barbara R. Snyder	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher (Chris) Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/09/2024	Management	11	Elect Director Richard J. Tobin	For	For	For	For	Votes AGAINST non-independent nominees Christopher (Chris) Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/09/2024	Management	12	Elect Director Todd J. Vasos	For	For	For	For	Votes AGAINST non-independent nominees Christopher (Chris) Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
KeyCorp	05/09/2024	Management	13	Elect Director David K. Wilson	For	For	For	For	Votes AGAINST non-independent nominees Christopher (Chris) Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/09/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
KeyCorp	05/09/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
KeyCorp	05/09/2024	Shareholder	16	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Keysight Technologies, Inc.	03/21/2024	Management	1	Elect Director Charles J. Dockendorff	For	For	For	For	A vote FOR the director nominees is warranted.
Keysight Technologies, Inc.	03/21/2024	Management	2	Elect Director Ronald S. Nersesian	For	For	For	For	A vote FOR the director nominees is warranted.
Keysight Technologies, Inc.	03/21/2024	Management	3	Elect Director Robert A. Rango	For	For	For	For	A vote FOR the director nominees is warranted.
Keysight Technologies, Inc.	03/21/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Keysight Technologies, Inc.	03/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Keysight Technologies, Inc.	03/21/2024	Management	6	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Keysight Technologies, Inc.	03/21/2024	Management	7	Amend Employee Stock Purchase Plan	For	For	For	For	A vote FOR the proposal is warranted given the purchase price is reasonable and the offer period is within the limits prescribed by Section 423 of the Internal Revenue Code. Though the available shares within the plan are approximately 10 percent of outstanding shares, the proposal does not request any new shares, and the amended plan removes an evergreen feature.
Keysight Technologies, Inc.	03/21/2024	Management	8	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Keysight Technologies, Inc.	03/21/2024	Shareholder	9	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted. Strong support for this proposal could motivate management to keep trying to pass a management proposal to eliminate the supermajority requirements, in the event that Item 6 is not approved this year.
Kilroy Realty Corporation	05/22/2024	Management	1	Elect Director Angela M. Aman	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/22/2024	Management	2	Elect Director Edward F. Brennan	For	For	Against	Against	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/22/2024	Management	3	Elect Director Daryl J. Carter	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/22/2024	Management	4	Elect Director Jolie A. Hunt	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/22/2024	Management	5	Elect Director Scott S. Ingraham	For	For	Against	Against	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/22/2024	Management	6	Elect Director Louisa G. Ritter	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/22/2024	Management	7	Elect Director Gary R. Stevenson	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/22/2024	Management	8	Elect Director Peter B. Stoneberg	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kilroy Realty Corporation	05/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The committee demonstrated adequate responsiveness to last year's low vote results. There are concerns regarding STI structure and disclosure, and the LTI structure raises additional concerns. However, the quantitative pay-for-performance misalignment is mitigated for the year in review, in light of positive changes for 2024. Specifically, for 2024, the new CEO's compensation levels are significantly lower than Kilroy's levels for 2023, and the proxy discloses meaningful improvements to the STI program, though shareholders may expect additional pay program refinements going forward. However, a vote AGAINST this proposal is warranted, due to the sizable cash payment John Kilroy became entitled to in connection with his retirement in early 2024. The now-former CEO received a sizable cash payment of over \$16 million, which is akin to cash severance. Material cash payments made in connection with a retirement are not the market norm and are considered problematic. Furthermore, concerns are raised with respect to the large automobile- and life insurance-related perquisites provided to the CEO.
Kilroy Realty Corporation	05/22/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kimberly-Clark Corporation	05/02/2024	Management	1	Elect Director Sylvia M. Burwell	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Deirdre Mahlan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	05/02/2024	Management	2	Elect Director John W. Culver	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Deirdre Mahlan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	05/02/2024	Management	3	Elect Director Michael D. Hsu	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Deirdre Mahlan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	05/02/2024	Management	4	Elect Director Mae C. Jemison	For	For	Against	Against	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Deirdre Mahlan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kimberly-Clark Corporation	05/02/2024	Management	5	Elect Director Deeptha Khanna	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Deirdre Mahlan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	05/02/2024	Management	6	Elect Director S. Todd Maclin	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Deirdre Mahlan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	05/02/2024	Management	7	Elect Director Deirdre A. Mahlan	For	For	Against	Against	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Deirdre Mahlan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	05/02/2024	Management	8	Elect Director Sherilyn S. McCoy	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Deirdre Mahlan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	05/02/2024	Management	9	Elect Director Christa S. Quarles	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Deirdre Mahlan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	05/02/2024	Management	10	Elect Director Jaime A. Ramirez	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Deirdre Mahlan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	05/02/2024	Management	11	Elect Director Dunia A. Shive	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Deirdre Mahlan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kimberly-Clark Corporation	05/02/2024	Management	12	Elect Director Mark T. Smucker	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Deirdre Mahlan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	05/02/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kimberly-Clark Corporation	05/02/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Kimberly-Clark Corporation	05/02/2024	Management	15	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Kimco Realty Corporation	05/07/2024	Management	1	Elect Director Milton Cooper	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Mary Hogan Preusse are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	05/07/2024	Management	2	Elect Director Philip E. Coviello	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Mary Hogan Preusse are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	05/07/2024	Management	3	Elect Director Conor C. Flynn	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Mary Hogan Preusse are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kimco Realty Corporation	05/07/2024	Management	4	Elect Director Frank Lourenso	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Mary Hogan Preusse are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	05/07/2024	Management	5	Elect Director Henry Moniz	For	For	For	For	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Mary Hogan Preusse are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	05/07/2024	Management	6	Elect Director Mary Hogan Preusse	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Mary Hogan Preusse are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	05/07/2024	Management	7	Elect Director Valerie Richardson	For	For	For	For	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Mary Hogan Preusse are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kimco Realty Corporation	05/07/2024	Management	8	Elect Director Richard B. Saltzman	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee chair Mary Hogan Preusse are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	05/07/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Kimco Realty Corporation	05/07/2024	Management	10	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
Kimco Realty Corporation	05/07/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kinder Morgan, Inc.	05/08/2024	Management	1	Elect Director Richard D. Kinder	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Kinder, Kimberly Dang, Michael Morgan, Anthony Hall Jr., Steven Kean, Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/08/2024	Management	2	Elect Director Kimberly A. Dang	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Kinder, Kimberly Dang, Michael Morgan, Anthony Hall Jr., Steven Kean, Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/08/2024	Management	3	Elect Director Amy W. Chronis	For	For	For	For	Votes AGAINST non-independent nominees Richard Kinder, Kimberly Dang, Michael Morgan, Anthony Hall Jr., Steven Kean, Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kinder Morgan, Inc.	05/08/2024	Management	4	Elect Director Ted A. Gardner	For	For	For	For	Votes AGAINST non-independent nominees Richard Kinder, Kimberly Dang, Michael Morgan, Anthony Hall Jr., Steven Kean, Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/08/2024	Management	5	Elect Director Anthony W. Hall, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Kinder, Kimberly Dang, Michael Morgan, Anthony Hall Jr., Steven Kean, Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/08/2024	Management	6	Elect Director Steven J. Kean	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Kinder, Kimberly Dang, Michael Morgan, Anthony Hall Jr., Steven Kean, Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/08/2024	Management	7	Elect Director Deborah A. Macdonald	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Kinder, Kimberly Dang, Michael Morgan, Anthony Hall Jr., Steven Kean, Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/08/2024	Management	8	Elect Director Michael C. Morgan	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Kinder, Kimberly Dang, Michael Morgan, Anthony Hall Jr., Steven Kean, Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kinder Morgan, Inc.	05/08/2024	Management	9	Elect Director Arthur C. Reichstetter	For	For	For	For	Votes AGAINST non-independent nominees Richard Kinder, Kimberly Dang, Michael Morgan, Anthony Hall Jr., Steven Kean, Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/08/2024	Management	10	Elect Director C. Park Shaper	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Kinder, Kimberly Dang, Michael Morgan, Anthony Hall Jr., Steven Kean, Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/08/2024	Management	11	Elect Director William A. Smith	For	For	For	For	Votes AGAINST non-independent nominees Richard Kinder, Kimberly Dang, Michael Morgan, Anthony Hall Jr., Steven Kean, Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/08/2024	Management	12	Elect Director Joel V. Staff	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Kinder, Kimberly Dang, Michael Morgan, Anthony Hall Jr., Steven Kean, Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/08/2024	Management	13	Elect Director Robert F. Vagt	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Kinder, Kimberly Dang, Michael Morgan, Anthony Hall Jr., Steven Kean, Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kinder Morgan, Inc.	05/08/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kinder Morgan, Inc.	05/08/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Kinder Morgan, Inc.	05/08/2024	Management	16	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Kinder Morgan, Inc.	05/08/2024	Shareholder	17	Disclose GHG Emissions Reductions Targets	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its Scope 1 and Scope 2 emissions would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
Kinsale Capital Group, Inc.	05/23/2024	Management	1	Elect Director Steven J. Bensinger	For	For	For	For	Votes AGAINST Robert Lippincott III and James Ritchie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinsale Capital Group, Inc.	05/23/2024	Management	2	Elect Director Teresa P. Chia	For	For	For	For	Votes AGAINST Robert Lippincott III and James Ritchie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinsale Capital Group, Inc.	05/23/2024	Management	3	Elect Director Robert V. Hatcher, III	For	For	For	For	Votes AGAINST Robert Lippincott III and James Ritchie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinsale Capital Group, Inc.	05/23/2024	Management	4	Elect Director Michael P. Kehoe	For	For	For	For	Votes AGAINST Robert Lippincott III and James Ritchie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinsale Capital Group, Inc.	05/23/2024	Management	5	Elect Director Anne C. Kronenberg	For	For	For	For	Votes AGAINST Robert Lippincott III and James Ritchie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinsale Capital Group, Inc.	05/23/2024	Management	6	Elect Director Robert Lippincott, III	For	For	Against	Against	Votes AGAINST Robert Lippincott III and James Ritchie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinsale Capital Group, Inc.	05/23/2024	Management	7	Elect Director James J. Ritchie	For	Against	Against	Against	Votes AGAINST Robert Lippincott III and James Ritchie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinsale Capital Group, Inc.	05/23/2024	Management	8	Elect Director Frederick L. Russell, Jr.	For	For	For	For	Votes AGAINST Robert Lippincott III and James Ritchie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kinsale Capital Group, Inc.	05/23/2024	Management	9	Elect Director Gregory M. Share	For	For	For	For	Votes AGAINST Robert Lippincott III and James Ritchie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kinsale Capital Group, Inc.	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Kinsale Capital Group, Inc.	05/23/2024	Management	11	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Kinsale Capital Group, Inc.	05/23/2024	Management	12	Amend Certificate of Incorporation to Include Officer Exculpation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Further, concerns are raised as the company has not provided a rationale for bundling this amendment with a specific prohibition on shareholder action by written consent.
Kinsale Capital Group, Inc.	05/23/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kirby Corporation	04/26/2024	Management	1	Elect Director Tanya S. Beder	For	For	For	For	A vote FOR all director nominees is warranted.
Kirby Corporation	04/26/2024	Management	2	Elect Director Barry E. Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Kirby Corporation	04/26/2024	Management	3	Elect Director Susan W. Dio	For	For	For	For	A vote FOR all director nominees is warranted.
Kirby Corporation	04/26/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kirby Corporation	04/26/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay-for-performance misalignment concerns are sufficiently mitigated given substantial additional disclosure by the company and the forward-looking changes to the LTI program, an NEO received a problematic cash payment upon her voluntary retirement. While modest cash payments in exchange for restrictive covenants may be viewed as reasonable, the magnitude of this retirement payment was considered to be excessive.
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	1	Elect Director Amy Boerger	For	For	For	For	Votes AGAINST non-independent nominees Kevin Knight, Adam Miller, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	2	Elect Director Reid Dove	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, Adam Miller, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	3	Elect Director Michael Garnreiter	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, Adam Miller, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	4	Elect Director Louis Hobson	For	For	For	For	Votes AGAINST non-independent nominees Kevin Knight, Adam Miller, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	5	Elect Director Gary Knight	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, Adam Miller, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	6	Elect Director Kevin Knight	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, Adam Miller, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	7	Elect Director Adam Miller	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, Adam Miller, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	8	Elect Director Kathryn Munro	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, Adam Miller, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	9	Elect Director Jessica Powell	For	For	For	For	Votes AGAINST non-independent nominees Kevin Knight, Adam Miller, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	10	Elect Director Roberta Roberts Shank	For	For	For	For	Votes AGAINST non-independent nominees Kevin Knight, Adam Miller, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	11	Elect Director Robert Synowicki, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Kevin Knight, Adam Miller, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	12	Elect Director David Vander Ploeg	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, Adam Miller, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	14	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Knight-Swift Transportation Holdings Inc.	05/14/2024	Shareholder	15	Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure about the company's GHG emission reduction targets and climate transition plan would help shareholders better evaluate the company's strategy around the transition to a low-carbon economy and the company's management of related risks and opportunities.
L3Harris Technologies, Inc.	04/19/2024	Management	1	Elect Director Sallie B. Bailey	For	For	For	For	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/19/2024	Management	2	Elect Director Peter W. Chiarelli	For	For	Against	Against	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/19/2024	Management	3	Elect Director Thomas A. Dattilo	For	For	Against	Against	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/19/2024	Management	4	Elect Director Roger B. Fradin	For	For	For	For	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/19/2024	Management	5	Elect Director Joanna L. Geraghty	For	For	For	For	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/19/2024	Management	6	Elect Director Kirk S. Hachigian	For	For	For	For	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
L3Harris Technologies, Inc.	04/19/2024	Management	7	Elect Director Harry B. Harris, Jr.	For	For	For	For	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/19/2024	Management	8	Elect Director Lewis Hay, III	For	For	Against	Against	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/19/2024	Management	9	Elect Director Christopher E. Kubasik	For	For	For	For	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/19/2024	Management	10	Elect Director Rita S. Lane	For	For	For	For	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/19/2024	Management	11	Elect Director Robert B. Millard	For	For	Against	Against	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/19/2024	Management	12	Elect Director Edward A. Rice, Jr.	For	For	For	For	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/19/2024	Management	13	Elect Director William H. Swanson	For	For	For	For	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/19/2024	Management	14	Elect Director Christina L. Zamarro	For	For	For	For	Votes AGAINST Robert Millard, Peter Chiarelli, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/19/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
L3Harris Technologies, Inc.	04/19/2024	Management	16	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
L3Harris Technologies, Inc.	04/19/2024	Management	17	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
L3Harris Technologies, Inc.	04/19/2024	Management	18	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
L3Harris Technologies, Inc.	04/19/2024	Shareholder	19	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure would allow shareholders to better assess the company's lobbying activities and its management of any associated risks.
Laboratory Corporation of America Holdings	05/14/2024	Management	1	Elect Director Kerri B. Anderson	For	For	Against	Against	Votes AGAINST Kerri Anderson and Peter Neupert are warranted for serving as non-independent members of a key board committee. Votes AGAINST Kathryn Wengel are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/14/2024	Management	2	Elect Director Jeffrey A. Davis	For	For	For	For	Votes AGAINST Kerri Anderson and Peter Neupert are warranted for serving as non-independent members of a key board committee. Votes AGAINST Kathryn Wengel are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/14/2024	Management	3	Elect Director D. Gary Gilliland	For	For	For	For	Votes AGAINST Kerri Anderson and Peter Neupert are warranted for serving as non-independent members of a key board committee. Votes AGAINST Kathryn Wengel are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/14/2024	Management	4	Elect Director Kirsten M. Kliphouse	For	For	For	For	Votes AGAINST Kerri Anderson and Peter Neupert are warranted for serving as non-independent members of a key board committee. Votes AGAINST Kathryn Wengel are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/14/2024	Management	5	Elect Director Garheng Kong	For	For	For	For	Votes AGAINST Kerri Anderson and Peter Neupert are warranted for serving as non-independent members of a key board committee. Votes AGAINST Kathryn Wengel are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Laboratory Corporation of America Holdings	05/14/2024	Management	6	Elect Director Peter M. Neupert	For	For	Against	Against	Votes AGAINST Kerrii Anderson and Peter Neupert are warranted for serving as non-independent members of a key board committee. Votes AGAINST Kathryn Wengel are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/14/2024	Management	7	Elect Director Richelle P. Parham	For	For	For	For	Votes AGAINST Kerrii Anderson and Peter Neupert are warranted for serving as non-independent members of a key board committee. Votes AGAINST Kathryn Wengel are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/14/2024	Management	8	Elect Director Paul B. Rothman	For	For	For	For	Votes AGAINST Kerrii Anderson and Peter Neupert are warranted for serving as non-independent members of a key board committee. Votes AGAINST Kathryn Wengel are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/14/2024	Management	9	Elect Director Adam H. Schechter	For	For	For	For	Votes AGAINST Kerrii Anderson and Peter Neupert are warranted for serving as non-independent members of a key board committee. Votes AGAINST Kathryn Wengel are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/14/2024	Management	10	Elect Director Kathryn E. Wengel	For	Against	Against	Against	Votes AGAINST Kerrii Anderson and Peter Neupert are warranted for serving as non-independent members of a key board committee. Votes AGAINST Kathryn Wengel are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Laboratory Corporation of America Holdings	05/14/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Laboratory Corporation of America Holdings	05/14/2024	Shareholder	13	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Laboratory Corporation of America Holdings	05/14/2024	Shareholder	14	Report on Transport of Nonhuman Primates Within the U.S.	Against	Against	For	For	A vote FOR this resolution is warranted because shareholders would benefit from additional disclosure about steps the company is taking to mitigate risks related to animal welfare in its supply chain of non-human primates.
Laboratory Corporation of America Holdings	05/14/2024	Shareholder	15	Report on Risks Related to Fulfilling Information Requests for Enforcing Laws Criminalizing Abortion Access	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure on the potential risks and costs associated with the fulfilment of information requests for the enforcement of state laws related to reproductive rights would allow shareholders to assess how the company is managing such risks.
Lamar Advertising Company	05/16/2024	Management	1	Elect Director Nancy Fletcher	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Nancy Fletcher, John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are warranted because the company provided an excessive amount of personal use of corporate aircraft and aggregate miscellaneous perquisites to the CEO, and the total amount of perquisite compensation is excessive. A vote FOR Marshall Loeb is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lamar Advertising Company	05/16/2024	Management	2	Elect Director John E. Koerner, III	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Nancy Fletcher, John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are warranted because the company provided an excessive amount of personal use of corporate aircraft and aggregate miscellaneous perquisites to the CEO, and the total amount of perquisite compensation is excessive. A vote FOR Marshall Loeb is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lamar Advertising Company	05/16/2024	Management	3	Elect Director Marshall A. Loeb	For	For	For	For	<p>WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Nancy Fletcher, John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are warranted because the company provided an excessive amount of personal use of corporate aircraft and aggregate miscellaneous perquisites to the CEO, and the total amount of perquisite compensation is excessive. A vote FOR Marshall Loeb is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lamar Advertising Company	05/16/2024	Management	4	Elect Director Stephen P. Mumblow	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Nancy Fletcher, John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are warranted because the company provided an excessive amount of personal use of corporate aircraft and aggregate miscellaneous perquisites to the CEO, and the total amount of perquisite compensation is excessive. A vote FOR Marshall Loeb is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lamar Advertising Company	05/16/2024	Management	5	Elect Director Thomas V. Reifenheiser	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Nancy Fletcher, John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are warranted because the company provided an excessive amount of personal use of corporate aircraft and aggregate miscellaneous perquisites to the CEO, and the total amount of perquisite compensation is excessive. A vote FOR Marshall Loeb is warranted.</p>



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lamar Advertising Company	05/16/2024	Management	6	Elect Director Anna Reilly	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Nancy Fletcher, John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are warranted because the company provided an excessive amount of personal use of corporate aircraft and aggregate miscellaneous perquisites to the CEO, and the total amount of perquisite compensation is excessive. A vote FOR Marshall Loeb is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lamar Advertising Company	05/16/2024	Management	7	Elect Director Kevin P. Reilly, Jr.	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Nancy Fletcher, John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are warranted because the company provided an excessive amount of personal use of corporate aircraft and aggregate miscellaneous perquisites to the CEO, and the total amount of perquisite compensation is excessive. A vote FOR Marshall Loeb is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lamar Advertising Company	05/16/2024	Management	8	Elect Director Wendell Reilly	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Nancy Fletcher, John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are warranted because the company provided an excessive amount of personal use of corporate aircraft and aggregate miscellaneous perquisites to the CEO, and the total amount of perquisite compensation is excessive. A vote FOR Marshall Loeb is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lamar Advertising Company	05/16/2024	Management	9	Elect Director Elizabeth Thompson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. In the absence of a say-on-pay proposal, WITHHOLD votes for Compensation Committee members Nancy Fletcher, John Koerner III, Stephen Mumblow, and Thomas Reifenheiser are warranted because the company provided an excessive amount of personal use of corporate aircraft and aggregate miscellaneous perquisites to the CEO, and the total amount of perquisite compensation is excessive. A vote FOR Marshall Loeb is warranted.
Lamar Advertising Company	05/16/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Las Vegas Sands Corp.	05/09/2024	Management	1	Elect Director Robert G. Goldstein	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, and Lewis Kramer) are further warranted, due to poor responsiveness to the 2023 say-on-pay vote and the persistent compensation and responsiveness concerns at the company. A vote FOR the remaining new board nominee, Alain Li is warranted.
Las Vegas Sands Corp.	05/09/2024	Management	2	Elect Director Patrick Dumont	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, and Lewis Kramer) are further warranted, due to poor responsiveness to the 2023 say-on-pay vote and the persistent compensation and responsiveness concerns at the company. A vote FOR the remaining new board nominee, Alain Li is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Las Vegas Sands Corp.	05/09/2024	Management	3	Elect Director Irwin Chafetz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, and Lewis Kramer) are further warranted, due to poor responsiveness to the 2023 say-on-pay vote and the persistent compensation and responsiveness concerns at the company. A vote FOR the remaining new board nominee, Alain Li is warranted.
Las Vegas Sands Corp.	05/09/2024	Management	4	Elect Director Micheline Chau	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, and Lewis Kramer) are further warranted, due to poor responsiveness to the 2023 say-on-pay vote and the persistent compensation and responsiveness concerns at the company. A vote FOR the remaining new board nominee, Alain Li is warranted.
Las Vegas Sands Corp.	05/09/2024	Management	5	Elect Director Charles D. Forman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, and Lewis Kramer) are further warranted, due to poor responsiveness to the 2023 say-on-pay vote and the persistent compensation and responsiveness concerns at the company. A vote FOR the remaining new board nominee, Alain Li is warranted.
Las Vegas Sands Corp.	05/09/2024	Management	6	Elect Director Lewis Kramer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, and Lewis Kramer) are further warranted, due to poor responsiveness to the 2023 say-on-pay vote and the persistent compensation and responsiveness concerns at the company. A vote FOR the remaining new board nominee, Alain Li is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Las Vegas Sands Corp.	05/09/2024	Management	7	Elect Director Alain Li	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, and Lewis Kramer) are further warranted, due to poor responsiveness to the 2023 say-on-pay vote and the persistent compensation and responsiveness concerns at the company. A vote FOR the remaining new board nominee, Alain Li is warranted.
Las Vegas Sands Corp.	05/09/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Las Vegas Sands Corp.	05/09/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Las Vegas Sands Corp.	05/09/2024	Management	10	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows options to be priced at less than 100 percent of the fair market value. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lattice Semiconductor Corporation	05/03/2024	Management	1	Elect Director James R. Anderson	For	For	For	For	Votes AGAINST Robin Abrams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lattice Semiconductor Corporation	05/03/2024	Management	2	Elect Director Robin A. Abrams	For	For	Against	Against	Votes AGAINST Robin Abrams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lattice Semiconductor Corporation	05/03/2024	Management	3	Elect Director Douglas Bettinger	For	For	For	For	Votes AGAINST Robin Abrams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lattice Semiconductor Corporation	05/03/2024	Management	4	Elect Director Que Thanh Dallara	For	For	For	For	Votes AGAINST Robin Abrams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lattice Semiconductor Corporation	05/03/2024	Management	5	Elect Director John Forsyth	For	For	For	For	Votes AGAINST Robin Abrams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lattice Semiconductor Corporation	05/03/2024	Management	6	Elect Director Mark E. Jensen	For	For	For	For	Votes AGAINST Robin Abrams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lattice Semiconductor Corporation	05/03/2024	Management	7	Elect Director James P. Lederer	For	For	For	For	Votes AGAINST Robin Abrams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lattice Semiconductor Corporation	05/03/2024	Management	8	Elect Director D. Jeffrey Richardson	For	For	For	For	Votes AGAINST Robin Abrams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lattice Semiconductor Corporation	05/03/2024	Management	9	Elect Director Elizabeth Schwarting	For	For	For	For	Votes AGAINST Robin Abrams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lattice Semiconductor Corporation	05/03/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Lattice Semiconductor Corporation	05/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Lazard, Inc.	05/09/2024	Management	1	Elect Director Ann-Kristin Achleitner	For	For	For	For	WITHHOLD votes for Andrew Alper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lazard, Inc.	05/09/2024	Management	2	Elect Director Andrew M. Alper	For	For	Withhold	Withhold	WITHHOLD votes for Andrew Alper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lazard, Inc.	05/09/2024	Management	3	Elect Director Stephen R. Howe, Jr.	For	For	For	For	WITHHOLD votes for Andrew Alper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lazard, Inc.	05/09/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The increase in CEO pay was driven by a sizable one-time performance-based award amid a CEO transition. The award maintains certain positive features, but the share price sustenance period is short and may reward relatively short spikes in stock price. Additional concerns are raised surrounding the repeated use of one-time awards and annual LTI awards that lack performance-vesting criteria. Lastly, concerns are raised regarding the structure of the annual incentive program, which is heavily reliant on committee discretion and lacks several shareholder-friendly disclosures.
Lazard, Inc.	05/09/2024	Management	5	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lazard, Inc.	05/09/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 30.20 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Lear Corporation	05/16/2024	Management	1	Elect Director Mei-Wei Cheng	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lear Corporation	05/16/2024	Management	2	Elect Director Jonathan F. Foster	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	3	Elect Director Bradley M. Halverson	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	4	Elect Director Mary Lou Jepsen	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	5	Elect Director Roger A. Krone	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	6	Elect Director Patricia L. Lewis	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lear Corporation	05/16/2024	Management	7	Elect Director Kathleen A. Ligocki	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	8	Elect Director Conrad L. Mallett, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	9	Elect Director Raymond E. Scott	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	10	Elect Director Greg C. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Smith, Raymond (Ray) Scott, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are warranted for lack of a majority independent board. Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster, Kathleen Ligocki and Conrad Mallett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/16/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lear Corporation	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Leggett & Platt, Incorporated	05/08/2024	Management	1	Elect Director Angela Barbee	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	2	Elect Director Mark A. Blinn	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Leggett & Platt, Incorporated	05/08/2024	Management	3	Elect Director Robert E. Brunner	For	For	Against	Against	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	4	Elect Director Mary Campbell	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	5	Elect Director J. Mitchell Dolloff	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	6	Elect Director Manuel A. Fernandez	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	7	Elect Director Karl G. Glassman	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	8	Elect Director Joseph W. McClanathan	For	For	Against	Against	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	9	Elect Director Srikanth Padmanabhan	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	10	Elect Director Jai Shah	For	For	For	For	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	11	Elect Director Phoebe A. Wood	For	For	Against	Against	Votes AGAINST Robert Brunner, Joseph McClanathan and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leggett & Platt, Incorporated	05/08/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Leggett & Platt, Incorporated	05/08/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Leggett & Platt, Incorporated	05/08/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Leidos Holdings, Inc.	04/26/2024	Management	1	Elect Director Thomas A. Bell	For	For	For	For	Votes AGAINST Harry Kraemer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Patrick (Pat) Shanahan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/26/2024	Management	2	Elect Director Gregory R. Dahlberg	For	For	For	For	Votes AGAINST Harry Kraemer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Patrick (Pat) Shanahan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/26/2024	Management	3	Elect Director David G. Fubini	For	For	For	For	Votes AGAINST Harry Kraemer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Patrick (Pat) Shanahan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/26/2024	Management	4	Elect Director Noel B. Geer	For	For	For	For	Votes AGAINST Harry Kraemer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Patrick (Pat) Shanahan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/26/2024	Management	5	Elect Director Robert C. Kovarik, Jr.	For	For	For	For	Votes AGAINST Harry Kraemer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Patrick (Pat) Shanahan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/26/2024	Management	6	Elect Director Harry M. J. Kraemer, Jr.	For	For	Against	Against	Votes AGAINST Harry Kraemer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Patrick (Pat) Shanahan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/26/2024	Management	7	Elect Director Gary S. May	For	For	For	For	Votes AGAINST Harry Kraemer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Patrick (Pat) Shanahan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Leidos Holdings, Inc.	04/26/2024	Management	8	Elect Director Surya N. Mohapatra	For	For	For	For	Votes AGAINST Harry Kraemer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Patrick (Pat) Shanahan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/26/2024	Management	9	Elect Director Nancy A. Norton	For	For	For	For	Votes AGAINST Harry Kraemer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Patrick (Pat) Shanahan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/26/2024	Management	10	Elect Director Patrick M. Shanahan	For	For	Against	Against	Votes AGAINST Harry Kraemer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Patrick (Pat) Shanahan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/26/2024	Management	11	Elect Director Robert S. Shapard	For	For	For	For	Votes AGAINST Harry Kraemer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Patrick (Pat) Shanahan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/26/2024	Management	12	Elect Director Susan M. Stalnecker	For	For	For	For	Votes AGAINST Harry Kraemer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Patrick (Pat) Shanahan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Leidos Holdings, Inc.	04/26/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Leidos Holdings, Inc.	04/26/2024	Shareholder	15	Reduce Ownership Threshold for Shareholders to Call Special Meeting to 10%	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold for multiple shareholders would provide a more useful special meeting right with limited likelihood of abuse, and it would address a potential discrepancy between the company's bylaws and charter with respect to existing special meeting rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lennar Corporation	04/10/2024	Management	1	Elect Director Amy Banse	For	For	For	For	Votes AGAINST non-independent nominees Stuart Miller, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/10/2024	Management	2	Elect Director Theron (Tig) Gilliam	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/10/2024	Management	3	Elect Director Sherrill W. Hudson	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/10/2024	Management	4	Elect Director Jonathan M. Jaffe	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lennar Corporation	04/10/2024	Management	5	Elect Director Sidney Lapidus	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/10/2024	Management	6	Elect Director Teri P. McClure	For	For	For	For	Votes AGAINST non-independent nominees Stuart Miller, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/10/2024	Management	7	Elect Director Stuart Miller	For	Against	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/10/2024	Management	8	Elect Director Armando Olivera	For	For	For	For	Votes AGAINST non-independent nominees Stuart Miller, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lennar Corporation	04/10/2024	Management	9	Elect Director Dacona Smith	For	For	For	For	Votes AGAINST non-independent nominees Stuart Miller, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/10/2024	Management	10	Elect Director Jeffrey Sonnenfeld	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/10/2024	Management	11	Elect Director Serena Wolfe	For	For	For	For	Votes AGAINST non-independent nominees Stuart Miller, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Lennar Corporation	04/10/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lennar Corporation	04/10/2024	Management	14	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Lennar Corporation	04/10/2024	Shareholder	15	Report on Political Contributions	Against	For	For	For	A vote FOR this proposal is warranted given the lack of disclosure around the company's political activities. Shareholders would benefit from greater disclosure around indirect political contribution expenditures, the company's participation in trade associations, and the board's role in oversight.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lennar Corporation	04/10/2024	Shareholder	16	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	Against	For	For	For	A vote FOR this proposal is warranted, as it not only aligns with Lennar's existing DEI efforts but would also allow shareholders to better assess the company's human capital management strategy.
Lennar Corporation	04/10/2024	Shareholder	17	Report on Climate Change	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
Lennox International Inc.	05/16/2024	Management	1	Elect Director Sherry L. Buck	For	For	For	For	Votes AGAINST non-independent nominees Todd Teske and Gregory Swienton are warranted for lack of a majority independent board. Votes AGAINST Todd Teske and Gregory Swienton are also warranted for serving as non-independent members of a key board committee. A vote FOR Sherry L. Buck is warranted.
Lennox International Inc.	05/16/2024	Management	2	Elect Director Gregory T. Swienton	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Teske and Gregory Swienton are warranted for lack of a majority independent board. Votes AGAINST Todd Teske and Gregory Swienton are also warranted for serving as non-independent members of a key board committee. A vote FOR Sherry L. Buck is warranted.
Lennox International Inc.	05/16/2024	Management	3	Elect Director Todd J. Teske	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Teske and Gregory Swienton are warranted for lack of a majority independent board. Votes AGAINST Todd Teske and Gregory Swienton are also warranted for serving as non-independent members of a key board committee. A vote FOR Sherry L. Buck is warranted.
Lennox International Inc.	05/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the excessive amount of relocation perquisite provided to the CEO and due to further concerns regarding the size of the total amount of perquisite that was paid to the CEO during the fiscal year.
Lennox International Inc.	05/16/2024	Management	5	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Liberty Broadband Corporation	06/10/2024	Management	1	Elect Director Julie D. Frist	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Julie Frist: * as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * as a Nominating Committee member, for failing to establish racial/ethnic diversity on the board. WITHHOLD votes are warranted for incumbent audit committee member J. David Wargo due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Liberty Broadband Corporation	06/10/2024	Management	2	Elect Director J. David Wargo	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Julie Frist: * as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * as a Nominating Committee member, for failing to establish racial/ethnic diversity on the board. WITHHOLD votes are warranted for incumbent audit committee member J. David Wargo due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Liberty Broadband Corporation	06/10/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Liberty Broadband Corporation	06/10/2024	Management	4	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
Liberty Broadband Corporation	06/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Liberty Media Corporation	06/10/2024	Management	1	Elect Director Brian M. Deevy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei and Andrea Wong are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Wong are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Andrea Wong are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent audit committee member Brian Deevy are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Liberty Media Corporation	06/10/2024	Management	2	Elect Director Gregory B. Maffei	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei and Andrea Wong are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Wong are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Andrea Wong are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent audit committee member Brian Deevy are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Liberty Media Corporation	06/10/2024	Management	3	Elect Director Andrea L. Wong	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei and Andrea Wong are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Wong are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Andrea Wong are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent audit committee member Brian Deevy are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Liberty Media Corporation	06/10/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Liberty Media Corporation	06/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Liberty Media Corporation	06/10/2024	Management	6	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lincoln Electric Holdings, Inc.	04/19/2024	Management	1	Elect Director Brian D. Chambers	For	For	For	For	WITHHOLD votes for Curtis Espeland and Kathryn Jo Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2024	Management	2	Elect Director Curtis E. Espeland	For	For	Withhold	Withhold	WITHHOLD votes for Curtis Espeland and Kathryn Jo Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2024	Management	3	Elect Director Bonnie J. Fetch	For	For	For	For	WITHHOLD votes for Curtis Espeland and Kathryn Jo Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2024	Management	4	Elect Director Patrick P. Goris	For	For	For	For	WITHHOLD votes for Curtis Espeland and Kathryn Jo Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2024	Management	5	Elect Director Steven B. Hedlund	For	For	For	For	WITHHOLD votes for Curtis Espeland and Kathryn Jo Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2024	Management	6	Elect Director Michael F. Hilton	For	For	For	For	WITHHOLD votes for Curtis Espeland and Kathryn Jo Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2024	Management	7	Elect Director Marc A. Howze	For	For	For	For	WITHHOLD votes for Curtis Espeland and Kathryn Jo Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2024	Management	8	Elect Director Kathryn Jo Lincoln	For	For	Withhold	Withhold	WITHHOLD votes for Curtis Espeland and Kathryn Jo Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2024	Management	9	Elect Director Christopher L. Mapes	For	For	For	For	WITHHOLD votes for Curtis Espeland and Kathryn Jo Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2024	Management	10	Elect Director Phillip J. Mason	For	For	For	For	WITHHOLD votes for Curtis Espeland and Kathryn Jo Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lincoln Electric Holdings, Inc.	04/19/2024	Management	11	Elect Director Ben P. Patel	For	For	For	For	WITHHOLD votes for Curtis Espeland and Kathryn Jo Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2024	Management	12	Elect Director Kellye L. Walker	For	For	For	For	WITHHOLD votes for Curtis Espeland and Kathryn Jo Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lincoln Electric Holdings, Inc.	04/19/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Lincoln National Corporation	05/23/2024	Management	1	Elect Director Deirdre P. Connelly	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	2	Elect Director Ellen G. Cooper	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	3	Elect Director William H. Cunningham	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	4	Elect Director Reginald E. Davis	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lincoln National Corporation	05/23/2024	Management	5	Elect Director Eric G. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	6	Elect Director Gary C. Kelly	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	7	Elect Director M. Leanne Lachman	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	8	Elect Director Dale LeFebvre	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	9	Elect Director Janet Liang	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lincoln National Corporation	05/23/2024	Management	10	Elect Director Michael F. Mee	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	11	Elect Director Owen Ryan	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	12	Elect Director Lynn M. Utter	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/23/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lincoln National Corporation	05/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Lincoln National Corporation	05/23/2024	Management	15	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lincoln National Corporation	05/23/2024	Shareholder	16	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chair to be an independent director.
Lithia Motors, Inc.	04/23/2024	Management	1	Elect Director Sidney B. DeBoer	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Lithia Motors, Inc.	04/23/2024	Management	2	Elect Director Bryan B. DeBoer	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Lithia Motors, Inc.	04/23/2024	Management	3	Elect Director James E. Lentz	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Lithia Motors, Inc.	04/23/2024	Management	4	Elect Director Stacy C. Loretz-Congdon	For	For	For	For	A vote FOR the proposed director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lithia Motors, Inc.	04/23/2024	Management	5	Elect Director Shauna F. McIntyre	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Lithia Motors, Inc.	04/23/2024	Management	6	Elect Director Louis P. Miramontes	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Lithia Motors, Inc.	04/23/2024	Management	7	Elect Director David J. Robino	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Lithia Motors, Inc.	04/23/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Lithia Motors, Inc.	04/23/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Littelfuse, Inc.	04/25/2024	Management	1	Elect Director Kristina A. Cerniglia	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	2	Elect Director Tzau-jin Chung	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	3	Elect Director Gayla J. Delly	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	4	Elect Director Maria C. Green	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Littelfuse, Inc.	04/25/2024	Management	5	Elect Director Anthony Grillo	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	6	Elect Director David W. Heinzmann	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	7	Elect Director Gregory N. Henderson	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	8	Elect Director Gordon Hunter	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	9	Elect Director William P. Noglows	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/25/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Littelfuse, Inc.	04/25/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Live Nation Entertainment, Inc.	06/13/2024	Management	1	Elect Director Maverick Carter	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent compensation committee members Chad Hollingsworth, James (Jimmy) Iovine, Randall Mays, and Latriece Watkins are warranted for insufficient responsiveness to a failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/13/2024	Management	2	Elect Director Ping Fu	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent compensation committee members Chad Hollingsworth, James (Jimmy) Iovine, Randall Mays, and Latriece Watkins are warranted for insufficient responsiveness to a failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/13/2024	Management	3	Elect Director Jeffrey T. Hinson	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent compensation committee members Chad Hollingsworth, James (Jimmy) Iovine, Randall Mays, and Latriece Watkins are warranted for insufficient responsiveness to a failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/13/2024	Management	4	Elect Director Chad Hollingsworth	For	Against	Against	Against	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent compensation committee members Chad Hollingsworth, James (Jimmy) Iovine, Randall Mays, and Latriece Watkins are warranted for insufficient responsiveness to a failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Live Nation Entertainment, Inc.	06/13/2024	Management	5	Elect Director James Iovine	For	Against	Against	Against	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent compensation committee members Chad Hollingsworth, James (Jimmy) Iovine, Randall Mays, and Latriece Watkins are warranted for insufficient responsiveness to a failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/13/2024	Management	6	Elect Director James S. Kahan	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent compensation committee members Chad Hollingsworth, James (Jimmy) Iovine, Randall Mays, and Latriece Watkins are warranted for insufficient responsiveness to a failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/13/2024	Management	7	Elect Director Gregory B. Maffei	For	Against	Against	Against	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent compensation committee members Chad Hollingsworth, James (Jimmy) Iovine, Randall Mays, and Latriece Watkins are warranted for insufficient responsiveness to a failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/13/2024	Management	8	Elect Director Randall T. Mays	For	Against	Against	Against	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent compensation committee members Chad Hollingsworth, James (Jimmy) Iovine, Randall Mays, and Latriece Watkins are warranted for insufficient responsiveness to a failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Live Nation Entertainment, Inc.	06/13/2024	Management	9	Elect Director Richard A. Paul	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent compensation committee members Chad Hollingsworth, James (Jimmy) Iovine, Randall Mays, and Latriece Watkins are warranted for insufficient responsiveness to a failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/13/2024	Management	10	Elect Director Michael Rapino	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent compensation committee members Chad Hollingsworth, James (Jimmy) Iovine, Randall Mays, and Latriece Watkins are warranted for insufficient responsiveness to a failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/13/2024	Management	11	Elect Director Latriece Watkins	For	Against	Against	Against	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent compensation committee members Chad Hollingsworth, James (Jimmy) Iovine, Randall Mays, and Latriece Watkins are warranted for insufficient responsiveness to a failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/13/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Live Nation Entertainment, Inc.	06/13/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST the proposal is warranted. Following a failed say-on-pay vote result, the company did not make any substantial changes to the pay program in response to shareholder concerns. Additionally, one NEO received a massive one-time grant of similar structure to previous grants to other executives, which does not require sustained stock price outperformance in order to vest. While CEO pay and performance were largely aligned for the year in review, certain concerns are noted, including a relatively high base salary and target bonus opportunity for the CEO and one NEO, identical performance metrics in the STI and LTI for non-CEO NEOs, and an LTI grant based entirely on qualitative metrics for the CEO. Concerns are also raised with regards to the total amount of perquisite compensation for the CEO that is deemed excessive, consisting of personal use of corporate aircraft, security-related, and automobile perquisites. The company also lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Live Nation Entertainment, Inc.	06/13/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LKQ Corporation	05/07/2024	Management	1	Elect Director Patrick Berard	For	For	For	For	Votes AGAINST Guhan Subramanian and Blythe McGarvie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/07/2024	Management	2	Elect Director Meg A. Divitto	For	For	For	For	Votes AGAINST Guhan Subramanian and Blythe McGarvie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/07/2024	Management	3	Elect Director Justin L. Jude	For	For	For	For	Votes AGAINST Guhan Subramanian and Blythe McGarvie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/07/2024	Management	4	Elect Director Blythe J. McGarvie	For	For	Against	Against	Votes AGAINST Guhan Subramanian and Blythe McGarvie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/07/2024	Management	5	Elect Director John W. Mendel	For	For	For	For	Votes AGAINST Guhan Subramanian and Blythe McGarvie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
LKQ Corporation	05/07/2024	Management	6	Elect Director Jody G. Miller	For	For	For	For	Votes AGAINST Guhan Subramanian and Blythe McGarvie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/07/2024	Management	7	Elect Director Guhan Subramanian	For	For	Against	Against	Votes AGAINST Guhan Subramanian and Blythe McGarvie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/07/2024	Management	8	Elect Director Xavier Urbain	For	For	For	For	Votes AGAINST Guhan Subramanian and Blythe McGarvie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/07/2024	Management	9	Elect Director Dominick Zarcone	For	For	For	For	Votes AGAINST Guhan Subramanian and Blythe McGarvie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/07/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
LKQ Corporation	05/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
LKQ Corporation	05/07/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Lockheed Martin Corporation	05/02/2024	Management	1	Elect Director David B. Burritt	For	For	Against	Against	Votes AGAINST David Burritt and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	05/02/2024	Management	2	Elect Director Bruce A. Carlson	For	For	For	For	Votes AGAINST David Burritt and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	05/02/2024	Management	3	Elect Director John M. Donovan	For	For	For	For	Votes AGAINST David Burritt and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	05/02/2024	Management	4	Elect Director Joseph F. Dunford, Jr.	For	For	For	For	Votes AGAINST David Burritt and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lockheed Martin Corporation	05/02/2024	Management	5	Elect Director Thomas J. Falk	For	For	Against	Against	Votes AGAINST David Burritt and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	05/02/2024	Management	6	Elect Director Ilene S. Gordon	For	For	For	For	Votes AGAINST David Burritt and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	05/02/2024	Management	7	Elect Director Vicki A. Hollub	For	For	For	For	Votes AGAINST David Burritt and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	05/02/2024	Management	8	Elect Director Jeh C. Johnson	For	For	For	For	Votes AGAINST David Burritt and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	05/02/2024	Management	9	Elect Director Debra L. Reed-Klages	For	For	For	For	Votes AGAINST David Burritt and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	05/02/2024	Management	10	Elect Director James D. Taiclet	For	For	For	For	Votes AGAINST David Burritt and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	05/02/2024	Management	11	Elect Director Patricia E. Yarrington	For	For	For	For	Votes AGAINST David Burritt and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO inordinate amounts of personal use of corporate aircraft perquisites and the total amount of perquisite compensation for the CEO is deemed excessive.
Lockheed Martin Corporation	05/02/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lockheed Martin Corporation	05/02/2024	Shareholder	14	Report on Alignment of Political Activities with Company's Human Rights Policy	Against	Against	For	For	A vote FOR this proposal is warranted as a report on the company's alignment of political activities with human rights policy would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political activities.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lockheed Martin Corporation	05/02/2024	Shareholder	15	Report on Reducing Full Value Chain GHG Emissions Aligned with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as more information about the company's plans to mitigate risks related to climate change and take advantage of opportunities as its customers seek to reduce emissions associated with defense contracting could help shareholders assess the company's strategies to manage a transition to a low carbon economy.
Lockheed Martin Corporation	05/02/2024	Shareholder	16	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower threshold would enhance the current shareholder right to call special meetings.
Lockheed Martin Corporation	05/02/2024	Shareholder	17	Adopt Director Election Resignation Bylaw - Withdrawn Resolution					
Loews Corporation	05/14/2024	Management	1	Elect Director Ann E. Berman	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/14/2024	Management	2	Elect Director Charles D. Davidson	For	For	For	For	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/14/2024	Management	3	Elect Director Charles M. Diker	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/14/2024	Management	4	Elect Director Paul J. Fribourg	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Loews Corporation	05/14/2024	Management	5	Elect Director Walter L. Harris	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/14/2024	Management	6	Elect Director Jonathan C. Locker	For	For	For	For	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/14/2024	Management	7	Elect Director Susan P. Peters	For	For	For	For	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/14/2024	Management	8	Elect Director Andrew H. Tisch	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/14/2024	Management	9	Elect Director James S. Tisch	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Loews Corporation	05/14/2024	Management	10	Elect Director Jonathan M. Tisch	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/14/2024	Management	11	Elect Director Anthony Welters	For	For	For	For	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/14/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Loews Corporation	05/14/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Louisiana-Pacific Corporation	05/10/2024	Management	1	Elect Director F. Nicholas Grasberger, III	For	For	For	For	A vote FOR the director nominees is warranted.
Louisiana-Pacific Corporation	05/10/2024	Management	2	Elect Director Ozey K. Horton, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Louisiana-Pacific Corporation	05/10/2024	Management	3	Elect Director W. Bradley Southern	For	For	For	For	A vote FOR the director nominees is warranted.
Louisiana-Pacific Corporation	05/10/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Louisiana-Pacific Corporation	05/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Lowe's Companies, Inc.	05/31/2024	Management	1	Elect Director Raul Alvarez	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Bertram Scott are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/31/2024	Management	2	Elect Director David H. Batchelder	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Bertram Scott are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/31/2024	Management	3	Elect Director Scott H. Baxter	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Bertram Scott are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lowe's Companies, Inc.	05/31/2024	Management	4	Elect Director Sandra B. Cochran	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Bertram Scott are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/31/2024	Management	5	Elect Director Laurie Z. Douglas	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Bertram Scott are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/31/2024	Management	6	Elect Director Richard W. Dreiling	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Bertram Scott are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/31/2024	Management	7	Elect Director Marvin R. Ellison	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Bertram Scott are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/31/2024	Management	8	Elect Director Navdeep Gupta	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Bertram Scott are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/31/2024	Management	9	Elect Director Brian C. Rogers	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Bertram Scott are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/31/2024	Management	10	Elect Director Bertram L. Scott	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Bertram Scott are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lowe's Companies, Inc.	05/31/2024	Management	11	Elect Director Lawrence Simkins	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Bertram Scott are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/31/2024	Management	12	Elect Director Colleen Taylor	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Bertram Scott are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/31/2024	Management	13	Elect Director Mary Beth West	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Bertram Scott are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/31/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Lowe's Companies, Inc.	05/31/2024	Management	15	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LPL Financial Holdings Inc.	05/09/2024	Management	1	Elect Director Dan H. Arnold	For	For	For	For	Votes AGAINST James Putnam, Anne Mulcahy and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/09/2024	Management	2	Elect Director Edward C. Bernard	For	For	For	For	Votes AGAINST James Putnam, Anne Mulcahy and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/09/2024	Management	3	Elect Director H. Paulett Eberhart	For	For	For	For	Votes AGAINST James Putnam, Anne Mulcahy and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/09/2024	Management	4	Elect Director William F. Glavin, Jr.	For	For	For	For	Votes AGAINST James Putnam, Anne Mulcahy and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/09/2024	Management	5	Elect Director Albert J. Ko	For	For	For	For	Votes AGAINST James Putnam, Anne Mulcahy and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
LPL Financial Holdings Inc.	05/09/2024	Management	6	Elect Director Allison H. Mnookin	For	For	For	For	Votes AGAINST James Putnam, Anne Mulcahy and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/09/2024	Management	7	Elect Director Anne M. Mulcahy	For	For	Against	Against	Votes AGAINST James Putnam, Anne Mulcahy and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/09/2024	Management	8	Elect Director James S. Putnam	For	For	Against	Against	Votes AGAINST James Putnam, Anne Mulcahy and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/09/2024	Management	9	Elect Director Richard P. Schifter	For	For	Against	Against	Votes AGAINST James Putnam, Anne Mulcahy and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/09/2024	Management	10	Elect Director Corey E. Thomas	For	For	For	For	Votes AGAINST James Putnam, Anne Mulcahy and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/09/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LPL Financial Holdings Inc.	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
lululemon athletica inc.	06/06/2024	Management	1	Elect Director Calvin McDonald	For	For	For	For	Votes AGAINST Martha (Marti) Morfitt and Emily White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
lululemon athletica inc.	06/06/2024	Management	2	Elect Director Isabel Mahe	For	For	For	For	Votes AGAINST Martha (Marti) Morfitt and Emily White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
lululemon athletica inc.	06/06/2024	Management	3	Elect Director Martha (Marti) Morfitt	For	For	Against	Against	Votes AGAINST Martha (Marti) Morfitt and Emily White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
lululemon athletica inc.	06/06/2024	Management	4	Elect Director Emily White	For	For	Against	Against	Votes AGAINST Martha (Marti) Morfitt and Emily White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
lululemon athletica inc.	06/06/2024	Management	5	Elect Director Shane Grant	For	For	For	For	Votes AGAINST Martha (Marti) Morfitt and Emily White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
lululemon athletica inc.	06/06/2024	Management	6	Elect Director Teri List	For	For	For	For	Votes AGAINST Martha (Marti) Morfitt and Emily White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
lululemon athletica inc.	06/06/2024	Management	7	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
lululemon athletica inc.	06/06/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
lululemon athletica inc.	06/06/2024	Shareholder	9	Report on Risks from Company's Use of Animal-Derived Materials	Against	Against	For	For	A vote FOR this resolution is warranted, as shareholders would better understand more information about how the company is evaluating and managing animal welfare issues and related risks.
Lyft, Inc.	06/13/2024	Management	1	Elect Director David Lawee	For	For	For	For	A vote FOR all director nominees is warranted.
Lyft, Inc.	06/13/2024	Management	2	Elect Director Janey Whiteside	For	For	For	For	A vote FOR all director nominees is warranted.
Lyft, Inc.	06/13/2024	Management	3	Elect Director John Zimmer	For	For	For	For	A vote FOR all director nominees is warranted.
Lyft, Inc.	06/13/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lyft, Inc.	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
LyondellBasell Industries N.V.	05/24/2024	Management	1	Elect Director Jacques Aigrain	For	For	Against	Against	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/24/2024	Management	2	Elect Director Lincoln Benet	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/24/2024	Management	3	Elect Director Robin Buchanan	For	For	Against	Against	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/24/2024	Management	4	Elect Director Anthony (Tony) Chase	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/24/2024	Management	5	Elect Director Robert (Bob) Dudley	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/24/2024	Management	6	Elect Director Claire Farley	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
LyondellBasell Industries N.V.	05/24/2024	Management	7	Elect Director Rita Griffin	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/24/2024	Management	8	Elect Director Michael (Mike) Hanley	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/24/2024	Management	9	Elect Director Virginia Kamsky	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/24/2024	Management	10	Elect Director Bridget Karlin	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/24/2024	Management	11	Elect Director Albert Manifold	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/24/2024	Management	12	Elect Director Peter Vanacker	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/24/2024	Management	13	Approve Discharge of Directors	For	For	For	For	A vote FOR this proposal is warranted because of the absence of any information about significant and compelling controversies indicating that the directors are not fulfilling their fiduciary duties.
LyondellBasell Industries N.V.	05/24/2024	Management	14	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this routine item is warranted.
LyondellBasell Industries N.V.	05/24/2024	Management	15	Ratify PricewaterhouseCoopers Accountants N.V. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LyondellBasell Industries N.V.	05/24/2024	Management	16	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LyondellBasell Industries N.V.	05/24/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
LyondellBasell Industries N.V.	05/24/2024	Management	18	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	For	A vote FOR this proposal is warranted as the proposed repurchase authority appears to be within reasonable limits and no serious concerns are highlighted.
LyondellBasell Industries N.V.	05/24/2024	Management	19	Approve Cancellation of Shares	For	For	For	For	Because the cancellation of shares is in shareholders' interests, a vote FOR this proposal is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
M&T Bank Corporation	04/16/2024	Management	1	Elect Director John P. Barnes	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/16/2024	Management	2	Elect Director Robert T. Brady	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/16/2024	Management	3	Elect Director Carlton J. Charles	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/16/2024	Management	4	Elect Director Jane Chwick	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/16/2024	Management	5	Elect Director William F. Cruger, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
M&T Bank Corporation	04/16/2024	Management	6	Elect Director T. Jefferson Cunningham, III	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/16/2024	Management	7	Elect Director Gary N. Geisel	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/16/2024	Management	8	Elect Director Leslie V. Godridge	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/16/2024	Management	9	Elect Director Rene F. Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/16/2024	Management	10	Elect Director Richard H. Ledgett, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
M&T Bank Corporation	04/16/2024	Management	11	Elect Director Melinda R. Rich	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/16/2024	Management	12	Elect Director Robert E. Sadler, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/16/2024	Management	13	Elect Director Denis J. Salamone	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/16/2024	Management	14	Elect Director Rudina Seseri	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/16/2024	Management	15	Elect Director Kirk W. Walters	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
M&T Bank Corporation	04/16/2024	Management	16	Elect Director Herbert L. Washington	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/16/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
M&T Bank Corporation	04/16/2024	Management	18	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Manhattan Associates, Inc.	05/23/2024	Management	1	Elect Director Deepak Raghavan	For	Against	Against	Against	Votes AGAINST non-independent nominee Deepak Raghavan are warranted for lack of a majority independent board. Votes AGAINST Deepak Raghavan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Manhattan Associates, Inc.	05/23/2024	Management	2	Elect Director Edmond I. Eger, III	For	For	For	For	Votes AGAINST non-independent nominee Deepak Raghavan are warranted for lack of a majority independent board. Votes AGAINST Deepak Raghavan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Manhattan Associates, Inc.	05/23/2024	Management	3	Elect Director Linda T. Hollembaek	For	For	For	For	Votes AGAINST non-independent nominee Deepak Raghavan are warranted for lack of a majority independent board. Votes AGAINST Deepak Raghavan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Manhattan Associates, Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Manhattan Associates, Inc.	05/23/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ManpowerGroup Inc.	05/03/2024	Management	1	Elect Director Jean-Philippe Courtois	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	2	Elect Director John F. Ferraro	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	3	Elect Director William P. Gipson	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ManpowerGroup Inc.	05/03/2024	Management	4	Elect Director Patricia Hemingway Hall	For	For	Against	Against	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	5	Elect Director Julie M. Howard	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	6	Elect Director Ulice Payne, Jr.	For	For	Against	Against	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	7	Elect Director Muriel Penicaud	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	8	Elect Director Jonas Prising	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	9	Elect Director Paul Read	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	10	Elect Director Elizabeth P. Sartain	For	For	Against	Against	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	11	Elect Director Michael J. Van Handel	For	For	For	For	Votes AGAINST Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/03/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ManpowerGroup Inc.	05/03/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Marathon Oil Corporation	05/22/2024	Management	1	Elect Director Chadwick C. Deaton	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/22/2024	Management	2	Elect Director Marcela E. Donadio	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/22/2024	Management	3	Elect Director M. Elise Hyland	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/22/2024	Management	4	Elect Director Holli C. Ladhani	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/22/2024	Management	5	Elect Director Mark A. McCollum	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/22/2024	Management	6	Elect Director Brent J. Smolik	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/22/2024	Management	7	Elect Director Lee M. Tillman	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/22/2024	Management	8	Elect Director Shawn D. Williams	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Marathon Oil Corporation	05/22/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marathon Oil Corporation	05/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Marathon Oil Corporation	05/22/2024	Management	11	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Marathon Petroleum Corporation	04/24/2024	Management	1	Elect Director Abdulaziz F. Alkhayyal	For	For	For	For	A cautionary vote FOR governance committee member Jonathan Cohen is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the other director nominees is warranted.
Marathon Petroleum Corporation	04/24/2024	Management	2	Elect Director Jonathan Z. Cohen	For	For	For	For	A cautionary vote FOR governance committee member Jonathan Cohen is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the other director nominees is warranted.
Marathon Petroleum Corporation	04/24/2024	Management	3	Elect Director Michael J. Hennigan	For	For	For	For	A cautionary vote FOR governance committee member Jonathan Cohen is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the other director nominees is warranted.
Marathon Petroleum Corporation	04/24/2024	Management	4	Elect Director Frank M. Semple	For	For	For	For	A cautionary vote FOR governance committee member Jonathan Cohen is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the other director nominees is warranted.
Marathon Petroleum Corporation	04/24/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marathon Petroleum Corporation	04/24/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Marathon Petroleum Corporation	04/24/2024	Management	7	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Marathon Petroleum Corporation	04/24/2024	Management	8	Amend Certificate of Incorporation to Provide for Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Marathon Petroleum Corporation	04/24/2024	Management	9	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as a declassified board would improve director accountability to shareholders.
Marathon Petroleum Corporation	04/24/2024	Management	10	Eliminate Supermajority Voting Provisions	For	For	For	For	A vote FOR this proposal is warranted as the reduction in supermajority requirements would improve shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Marathon Petroleum Corporation	04/24/2024	Shareholder	11	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted. The reduction in vote requirements, including elimination of supermajority requirements and change to an "of cast" standard when permitted, would improve shareholder rights. In addition, approval of this non-binding item may convey to the board that shareholders may wish for it to take additional steps to ensure the proposal topic is implemented.
Maravai LifeSciences Holdings, Inc.	05/23/2024	Management	1	Elect Director Benjamin Daverman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Constantine (Dean) Mihas are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Carl Hull, Benjamin Daverman, Susannah Gray, and Constantine (Dean) Mihas are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Maravai LifeSciences Holdings, Inc.	05/23/2024	Management	2	Elect Director Susannah Gray	For	Withhold	Withhold	Withhold	WITHHOLD votes for Constantine (Dean) Mihas are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Carl Hull, Benjamin Daverman, Susannah Gray, and Constantine (Dean) Mihas are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Maravai LifeSciences Holdings, Inc.	05/23/2024	Management	3	Elect Director Carl Hull	For	Withhold	Withhold	Withhold	WITHHOLD votes for Constantine (Dean) Mihas are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Carl Hull, Benjamin Daverman, Susannah Gray, and Constantine (Dean) Mihas are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Maravai LifeSciences Holdings, Inc.	05/23/2024	Management	4	Elect Director Constantine Mihas	For	Withhold	Withhold	Withhold	WITHHOLD votes for Constantine (Dean) Mihas are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Carl Hull, Benjamin Daverman, Susannah Gray, and Constantine (Dean) Mihas are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Maravai LifeSciences Holdings, Inc.	05/23/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Maravai LifeSciences Holdings, Inc.	05/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.
Markel Group Inc.	05/22/2024	Management	1	Elect Director Mark M. Besca	For	For	For	For	Votes AGAINST Michael O'Reilly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Markel Group Inc.	05/22/2024	Management	2	Elect Director Lawrence A. Cunningham	For	For	For	For	Votes AGAINST Michael O'Reilly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Markel Group Inc.	05/22/2024	Management	3	Elect Director Thomas S. Gayner	For	For	For	For	Votes AGAINST Michael O'Reilly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Markel Group Inc.	05/22/2024	Management	4	Elect Director Greta J. Harris	For	For	For	For	Votes AGAINST Michael O'Reilly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Markel Group Inc.	05/22/2024	Management	5	Elect Director Morgan E. Housel	For	For	For	For	Votes AGAINST Michael O'Reilly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Markel Group Inc.	05/22/2024	Management	6	Elect Director Diane Leopold	For	For	For	For	Votes AGAINST Michael O'Reilly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Markel Group Inc.	05/22/2024	Management	7	Elect Director Anthony F. Markel	For	For	For	For	Votes AGAINST Michael O'Reilly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Markel Group Inc.	05/22/2024	Management	8	Elect Director Steven A. Markel	For	For	For	For	Votes AGAINST Michael O'Reilly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Markel Group Inc.	05/22/2024	Management	9	Elect Director Harold L. Morrison, Jr.	For	For	For	For	Votes AGAINST Michael O'Reilly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Markel Group Inc.	05/22/2024	Management	10	Elect Director Michael O'Reilly	For	For	Against	Against	Votes AGAINST Michael O'Reilly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Markel Group Inc.	05/22/2024	Management	11	Elect Director A. Lynne Puckett	For	For	For	For	Votes AGAINST Michael O'Reilly are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Markel Group Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Markel Group Inc.	05/22/2024	Management	13	Approve Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Markel Group Inc.	05/22/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Markel Group Inc.	05/22/2024	Shareholder	15	Disclose GHG Emissions from Underwriting, Insuring, and Investing	Against	For	For	For	A vote FOR this proposal is warranted because it would help shareholders better understand the company's climate-related risks from its underwriting, investment, and insurance activities.
MarketAxess Holdings Inc.	06/05/2024	Management	1	Elect Director Richard M. McVey	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	2	Elect Director Christopher R. Concannon	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	3	Elect Director Nancy Altobello	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	4	Elect Director Steven L. Begleiter	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	5	Elect Director Stephen P. Casper	For	For	Against	Against	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	6	Elect Director Jane Chwick	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	7	Elect Director William F. Cruger	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	8	Elect Director Kourtney Gibson	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	9	Elect Director Carlos M. Hernandez	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	10	Elect Director Richard G. Ketchum	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	11	Elect Director Emily H. Portney	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/05/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MarketAxess Holdings Inc.	06/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MarketAxess Holdings Inc.	06/05/2024	Management	14	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MarketAxess Holdings Inc.	06/05/2024	Management	15	Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.
MarketAxess Holdings Inc.	06/05/2024	Shareholder	16	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted as the right to call special meetings at 10 percent ownership threshold would enhance shareholders rights.
Marriott International, Inc.	05/10/2024	Management	1	Elect Director Anthony G. Capuano	For	For	For	For	Votes AGAINST Frederick (Fritz) Henderson and Debra Lee are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Frederick (Fritz) Henderson are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/10/2024	Management	2	Elect Director Isabella D. Goren	For	For	For	For	Votes AGAINST Frederick (Fritz) Henderson and Debra Lee are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Frederick (Fritz) Henderson are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/10/2024	Management	3	Elect Director Deborah Marriott Harrison	For	For	For	For	Votes AGAINST Frederick (Fritz) Henderson and Debra Lee are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Frederick (Fritz) Henderson are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/10/2024	Management	4	Elect Director Frederick A. Henderson	For	For	Against	Against	Votes AGAINST Frederick (Fritz) Henderson and Debra Lee are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Frederick (Fritz) Henderson are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/10/2024	Management	5	Elect Director Lauren R. Hobart	For	For	For	For	Votes AGAINST Frederick (Fritz) Henderson and Debra Lee are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Frederick (Fritz) Henderson are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Marriott International, Inc.	05/10/2024	Management	6	Elect Director Debra L. Lee	For	For	Against	Against	Votes AGAINST Frederick (Fritz) Henderson and Debra Lee are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Frederick (Fritz) Henderson are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/10/2024	Management	7	Elect Director Aylwin B. Lewis	For	For	For	For	Votes AGAINST Frederick (Fritz) Henderson and Debra Lee are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Frederick (Fritz) Henderson are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/10/2024	Management	8	Elect Director David S. Marriott	For	For	For	For	Votes AGAINST Frederick (Fritz) Henderson and Debra Lee are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Frederick (Fritz) Henderson are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/10/2024	Management	9	Elect Director Margaret M. McCarthy	For	For	For	For	Votes AGAINST Frederick (Fritz) Henderson and Debra Lee are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Frederick (Fritz) Henderson are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/10/2024	Management	10	Elect Director Grant F. Reid	For	For	For	For	Votes AGAINST Frederick (Fritz) Henderson and Debra Lee are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Frederick (Fritz) Henderson are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/10/2024	Management	11	Elect Director Horacio D. Rozanski	For	For	For	For	Votes AGAINST Frederick (Fritz) Henderson and Debra Lee are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Frederick (Fritz) Henderson are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Marriott International, Inc.	05/10/2024	Management	12	Elect Director Susan C. Schwab	For	For	For	For	Votes AGAINST Frederick (Fritz) Henderson and Debra Lee are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Frederick (Fritz) Henderson are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/10/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marriott International, Inc.	05/10/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisite.
Marriott International, Inc.	05/10/2024	Shareholder	15	Report on Third-Party Racial Equity Audit	Against	Against	For	For	A vote FOR this proposal is warranted, as an independent racial equity justice audit would help shareholders better assess the effectiveness of the company's efforts to address racial inequity.
Marriott International, Inc.	05/10/2024	Shareholder	16	Report on Pay Equity	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from the unadjusted median pay gap statistics that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.
Marriott Vacations Worldwide Corporation	05/10/2024	Management	1	Elect Director Lizanne Galbreath	For	For	For	For	WITHHOLD votes for non-independent nominee Melquiades (Mel) Martinez are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Marriott Vacations Worldwide Corporation	05/10/2024	Management	2	Elect Director Mary E. Galligan	For	For	For	For	WITHHOLD votes for non-independent nominee Melquiades (Mel) Martinez are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Marriott Vacations Worldwide Corporation	05/10/2024	Management	3	Elect Director Melquiades R. Martinez	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Melquiades (Mel) Martinez are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Marriott Vacations Worldwide Corporation	05/10/2024	Management	4	Elect Director Stephen R. Quazzo	For	For	For	For	WITHHOLD votes for non-independent nominee Melquiades (Mel) Martinez are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Marriott Vacations Worldwide Corporation	05/10/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marriott Vacations Worldwide Corporation	05/10/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Marriott Vacations Worldwide Corporation	05/10/2024	Management	7	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Marsh & McLennan Companies, Inc.	05/16/2024	Management	1	Elect Director Anthony K. Anderson	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/16/2024	Management	2	Elect Director John Q. Doyle	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/16/2024	Management	3	Elect Director Oscar Fanjul	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/16/2024	Management	4	Elect Director H. Edward Hanway	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/16/2024	Management	5	Elect Director Judith Hartmann	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Marsh & McLennan Companies, Inc.	05/16/2024	Management	6	Elect Director Deborah C. Hopkins	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/16/2024	Management	7	Elect Director Tamara Ingram	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/16/2024	Management	8	Elect Director Jane H. Lute	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/16/2024	Management	9	Elect Director Steven A. Mills	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/16/2024	Management	10	Elect Director Morton O. Schapiro	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Marsh & McLennan Companies, Inc.	05/16/2024	Management	11	Elect Director Lloyd M. Yates	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fajul Martin, Steven Mills, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fajul Martin, Steven Mills and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Marsh & McLennan Companies, Inc.	05/16/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marsh & McLennan Companies, Inc.	05/16/2024	Shareholder	14	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
Martin Marietta Materials, Inc.	05/16/2024	Management	1	Elect Director Dorothy M. Ables	For	For	For	For	Votes AGAINST Sue Cole and Laree Perez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/16/2024	Management	2	Elect Director Sue W. Cole	For	For	Against	Against	Votes AGAINST Sue Cole and Laree Perez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/16/2024	Management	3	Elect Director Anthony R. Foxx	For	For	For	For	Votes AGAINST Sue Cole and Laree Perez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/16/2024	Management	4	Elect Director John J. Koraleski	For	For	For	For	Votes AGAINST Sue Cole and Laree Perez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/16/2024	Management	5	Elect Director Mary T. Mack	For	For	For	For	Votes AGAINST Sue Cole and Laree Perez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/16/2024	Management	6	Elect Director C. Howard Nye	For	For	For	For	Votes AGAINST Sue Cole and Laree Perez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/16/2024	Management	7	Elect Director Laree E. Perez	For	For	Against	Against	Votes AGAINST Sue Cole and Laree Perez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Martin Marietta Materials, Inc.	05/16/2024	Management	8	Elect Director Thomas H. Pike	For	For	For	For	Votes AGAINST Sue Cole and Laree Perez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/16/2024	Management	9	Elect Director Donald W. Slager	For	For	For	For	Votes AGAINST Sue Cole and Laree Perez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/16/2024	Management	10	Elect Director David C. Wajsglas	For	For	For	For	Votes AGAINST Sue Cole and Laree Perez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/16/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Martin Marietta Materials, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Marvell Technology, Inc.	06/20/2024	Management	1	Elect Director Sara Andrews	For	For	For	For	A vote FOR the director nominees is warranted.
Marvell Technology, Inc.	06/20/2024	Management	2	Elect Director W. Tudor Brown	For	For	For	For	A vote FOR the director nominees is warranted.
Marvell Technology, Inc.	06/20/2024	Management	3	Elect Director Brad W. Buss	For	For	For	For	A vote FOR the director nominees is warranted.
Marvell Technology, Inc.	06/20/2024	Management	4	Elect Director Daniel Durn	For	For	For	For	A vote FOR the director nominees is warranted.
Marvell Technology, Inc.	06/20/2024	Management	5	Elect Director Rebecca W. House	For	For	For	For	A vote FOR the director nominees is warranted.
Marvell Technology, Inc.	06/20/2024	Management	6	Elect Director Marachel L. Knight	For	For	For	For	A vote FOR the director nominees is warranted.
Marvell Technology, Inc.	06/20/2024	Management	7	Elect Director Matthew J. Murphy	For	For	For	For	A vote FOR the director nominees is warranted.
Marvell Technology, Inc.	06/20/2024	Management	8	Elect Director Michael G. Strachan	For	For	For	For	A vote FOR the director nominees is warranted.
Marvell Technology, Inc.	06/20/2024	Management	9	Elect Director Robert E. Switz	For	For	For	For	A vote FOR the director nominees is warranted.
Marvell Technology, Inc.	06/20/2024	Management	10	Elect Director Ford Tamer	For	For	For	For	A vote FOR the director nominees is warranted.
Marvell Technology, Inc.	06/20/2024	Management	11	Elect Director Richard P. Wallace	For	For	For	For	A vote FOR the director nominees is warranted.
Marvell Technology, Inc.	06/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Marvell Technology, Inc.	06/20/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Masco Corporation	05/10/2024	Management	1	Elect Director Mark R. Alexander	For	For	For	For	Votes AGAINST John Plant are warranted for serving as a non-independent member of a key board committee. Votes AGAINST John Plant are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Masco Corporation	05/10/2024	Management	2	Elect Director Marie A. Ffolkes	For	For	For	For	Votes AGAINST John Plant are warranted for serving as a non-independent member of a key board committee. Votes AGAINST John Plant are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Masco Corporation	05/10/2024	Management	3	Elect Director John C. Plant	For	For	Against	Against	Votes AGAINST John Plant are warranted for serving as a non-independent member of a key board committee. Votes AGAINST John Plant are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Masco Corporation	05/10/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Masco Corporation	05/10/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Masco Corporation	05/10/2024	Management	6	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Masco Corporation	05/10/2024	Shareholder	7	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
MasTec, Inc.	05/14/2024	Management	1	Elect Director Jose R. Mas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jose Mas are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Jose Mas and Javier Palomarez are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
MasTec, Inc.	05/14/2024	Management	2	Elect Director Javier Palomarez	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jose Mas are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Jose Mas and Javier Palomarez are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
MasTec, Inc.	05/14/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
MasTec, Inc.	05/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
MasTec, Inc.	05/14/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MasTec, Inc.	05/14/2024	Management	6	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mastercard Incorporated	06/18/2024	Management	1	Elect Director Merit E. Janow	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/18/2024	Management	2	Elect Director Candido Bracher	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/18/2024	Management	3	Elect Director Richard K. Davis	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/18/2024	Management	4	Elect Director Julius Genachowski	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/18/2024	Management	5	Elect Director Choon Phong Goh	For	For	Against	Against	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/18/2024	Management	6	Elect Director Oki Matsumoto	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/18/2024	Management	7	Elect Director Michael Miebach	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mastercard Incorporated	06/18/2024	Management	8	Elect Director Youngme Moon	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/18/2024	Management	9	Elect Director Rima Qureshi	For	For	Against	Against	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/18/2024	Management	10	Elect Director Gabrielle Sulzberger	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/18/2024	Management	11	Elect Director Harit Talwar	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/18/2024	Management	12	Elect Director Lance Uggla	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/18/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Mastercard Incorporated	06/18/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mastercard Incorporated	06/18/2024	Shareholder	15	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Mastercard Incorporated	06/18/2024	Shareholder	16	Amend Director Election Resignation Bylaw	Against	Against	For	For	A vote FOR this proposal is warranted because the adoption of an enhanced director resignation policy for directors who failed to receive the required shareholder votes would allow the election-of-directors process to be a more meaningful voice for shareholders and would serve to strengthen director accountability at the company.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mastercard Incorporated	06/18/2024	Shareholder	17	Report on Congruency of Company's Privacy and Human Rights Policies with its Actions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company is providing sufficient disclosure regarding its human rights and data privacy efforts.
Mastercard Incorporated	06/18/2024	Shareholder	18	Report on Congruency of Company's Human Rights Statement with Charitable Contributions and Voluntary Partnerships	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient disclosure regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
Mastercard Incorporated	06/18/2024	Shareholder	19	Report on Gender-Based Compensation and Benefits Inequities	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company is improving with respect to its gender pay gap, appears to provide competitive health benefits, and there is no evidence that the company is offering health care in a discriminatory manner.
Match Group, Inc.	06/21/2024	Management	1	Elect Director Wendi Murdoch *Withdrawn Resolution*					
Match Group, Inc.	06/21/2024	Management	2	Elect Director Spencer Rascoff	For	For	For	For	Wendi Murdoch (Item 1.a) is not seeking re-election at this meeting. Accordingly, votes on her election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.
Match Group, Inc.	06/21/2024	Management	3	Elect Director Glenn H. Schiffman	For	For	For	For	Wendi Murdoch (Item 1.a) is not seeking re-election at this meeting. Accordingly, votes on her election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.
Match Group, Inc.	06/21/2024	Management	4	Elect Director Pamela S. Seymon	For	For	For	For	Wendi Murdoch (Item 1.a) is not seeking re-election at this meeting. Accordingly, votes on her election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.
Match Group, Inc.	06/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Match Group, Inc.	06/21/2024	Management	6	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan administrator may provide loans to exercise awards.
Match Group, Inc.	06/21/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mattel, Inc.	05/29/2024	Management	1	Elect Director Adriana Cisneros	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	2	Elect Director Diana Ferguson	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	3	Elect Director Julius Genachowski	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	4	Elect Director Noreena Hertz	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mattel, Inc.	05/29/2024	Management	5	Elect Director Ynon Kreiz	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	6	Elect Director Soren Laursen	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	7	Elect Director Roger Lynch	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	8	Elect Director Dominic Ng	For	For	Against	Against	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	9	Elect Director Judy Olian	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	10	Elect Director Dawn Ostroff	For	For	For	For	Votes AGAINST Dominic Ng are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/29/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mattel, Inc.	05/29/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Mattel, Inc.	05/29/2024	Management	13	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Mattel, Inc.	05/29/2024	Shareholder	14	Report on Political Contributions and Expenditures	Against	Against	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's direct and indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of any related risks and benefits.
McDonald's Corporation	05/22/2024	Management	1	Elect Director Anthony Capuano	For	For	For	For	Votes AGAINST Miles White are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michael (Mike) Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A cautionary vote FOR John Mulligan, the Chair of the Public Policy & Strategy Committee, which has oversight over public policy and strategy-related shareholder proposals, is warranted as the board has not made the disclosure requested in a shareholder proposal that received majority support in 2023, and what the company has committed to provide is only partially responsive to the request in the proposal. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
McDonald's Corporation	05/22/2024	Management	2	Elect Director Kareem Daniel	For	For	For	For	Votes AGAINST Miles White are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michael (Mike) Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A cautionary vote FOR John Mulligan, the Chair of the Public Policy & Strategy Committee, which has oversight over public policy and strategy-related shareholder proposals, is warranted as the board has not made the disclosure requested in a shareholder proposal that received majority support in 2023, and what the company has committed to provide is only partially responsive to the request in the proposal. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/22/2024	Management	3	Elect Director Lloyd Dean	For	For	For	For	Votes AGAINST Miles White are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michael (Mike) Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A cautionary vote FOR John Mulligan, the Chair of the Public Policy & Strategy Committee, which has oversight over public policy and strategy-related shareholder proposals, is warranted as the board has not made the disclosure requested in a shareholder proposal that received majority support in 2023, and what the company has committed to provide is only partially responsive to the request in the proposal. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/22/2024	Management	4	Elect Director Catherine Engelbert	For	For	For	For	Votes AGAINST Miles White are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michael (Mike) Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A cautionary vote FOR John Mulligan, the Chair of the Public Policy & Strategy Committee, which has oversight over public policy and strategy-related shareholder proposals, is warranted as the board has not made the disclosure requested in a shareholder proposal that received majority support in 2023, and what the company has committed to provide is only partially responsive to the request in the proposal. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
McDonald's Corporation	05/22/2024	Management	5	Elect Director Margaret Georgiadis	For	For	For	For	Votes AGAINST Miles White are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michael (Mike) Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A cautionary vote FOR John Mulligan, the Chair of the Public Policy & Strategy Committee, which has oversight over public policy and strategy-related shareholder proposals, is warranted as the board has not made the disclosure requested in a shareholder proposal that received majority support in 2023, and what the company has committed to provide is only partially responsive to the request in the proposal. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/22/2024	Management	6	Elect Director Michael Hsu	For	For	Against	Against	Votes AGAINST Miles White are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michael (Mike) Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A cautionary vote FOR John Mulligan, the Chair of the Public Policy & Strategy Committee, which has oversight over public policy and strategy-related shareholder proposals, is warranted as the board has not made the disclosure requested in a shareholder proposal that received majority support in 2023, and what the company has committed to provide is only partially responsive to the request in the proposal. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/22/2024	Management	7	Elect Director Christopher Kempczinski	For	For	For	For	Votes AGAINST Miles White are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michael (Mike) Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A cautionary vote FOR John Mulligan, the Chair of the Public Policy & Strategy Committee, which has oversight over public policy and strategy-related shareholder proposals, is warranted as the board has not made the disclosure requested in a shareholder proposal that received majority support in 2023, and what the company has committed to provide is only partially responsive to the request in the proposal. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
McDonald's Corporation	05/22/2024	Management	8	Elect Director John Mulligan	For	For	For	For	Votes AGAINST Miles White are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michael (Mike) Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A cautionary vote FOR John Mulligan, the Chair of the Public Policy & Strategy Committee, which has oversight over public policy and strategy-related shareholder proposals, is warranted as the board has not made the disclosure requested in a shareholder proposal that received majority support in 2023, and what the company has committed to provide is only partially responsive to the request in the proposal. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/22/2024	Management	9	Elect Director Jennifer Taubert	For	For	For	For	Votes AGAINST Miles White are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michael (Mike) Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A cautionary vote FOR John Mulligan, the Chair of the Public Policy & Strategy Committee, which has oversight over public policy and strategy-related shareholder proposals, is warranted as the board has not made the disclosure requested in a shareholder proposal that received majority support in 2023, and what the company has committed to provide is only partially responsive to the request in the proposal. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/22/2024	Management	10	Elect Director Paul Walsh	For	For	For	For	Votes AGAINST Miles White are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michael (Mike) Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A cautionary vote FOR John Mulligan, the Chair of the Public Policy & Strategy Committee, which has oversight over public policy and strategy-related shareholder proposals, is warranted as the board has not made the disclosure requested in a shareholder proposal that received majority support in 2023, and what the company has committed to provide is only partially responsive to the request in the proposal. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
McDonald's Corporation	05/22/2024	Management	11	Elect Director Amy Weaver	For	For	For	For	Votes AGAINST Miles White are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michael (Mike) Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A cautionary vote FOR John Mulligan, the Chair of the Public Policy & Strategy Committee, which has oversight over public policy and strategy-related shareholder proposals, is warranted as the board has not made the disclosure requested in a shareholder proposal that received majority support in 2023, and what the company has committed to provide is only partially responsive to the request in the proposal. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/22/2024	Management	12	Elect Director Miles White	For	For	Against	Against	Votes AGAINST Miles White are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michael (Mike) Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A cautionary vote FOR John Mulligan, the Chair of the Public Policy & Strategy Committee, which has oversight over public policy and strategy-related shareholder proposals, is warranted as the board has not made the disclosure requested in a shareholder proposal that received majority support in 2023, and what the company has committed to provide is only partially responsive to the request in the proposal. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
McDonald's Corporation	05/22/2024	Management	14	Amend Certificate of Incorporation to Limit the Personal Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
McDonald's Corporation	05/22/2024	Management	15	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this item is warranted as, on balance, the proposed amendments to the company's charter do not appear to adversely impact shareholder's rights.
McDonald's Corporation	05/22/2024	Management	16	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
McDonald's Corporation	05/22/2024	Shareholder	17	Adopt Antibiotics Policy	Against	Against	For	For	A vote FOR this proposal is warranted because there are industry and regulatory trends to move towards antibiotic-free meat production as the science more clearly shows the routine use of antibiotics in food farms contributing to the global problem of antibiotic resistance.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
McDonald's Corporation	05/22/2024	Shareholder	18	Approve Request on Cage Free Egg Progress Disclosure	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from increased disclosure about the steps the company is taking to meet its goal of sourcing cage-free eggs by 2025.
McDonald's Corporation	05/22/2024	Shareholder	19	Disclose Poultry Welfare Indicators	Against	For	For	For	A vote FOR this resolution is warranted. Additional disclosure of how the company measures animal welfare would allow shareholders to better assess the effectiveness of the company's animal welfare efforts and management of related risks.
McDonald's Corporation	05/22/2024	Shareholder	20	Report on Congruency of Company's Privacy and Human Rights Policies with its Actions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company appears to provide shareholders with sufficient disclosure related to its management of human rights related risks.
McDonald's Corporation	05/22/2024	Shareholder	21	Report on Corporate Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its contributions to third-party organizations, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
McDonald's Corporation	05/22/2024	Shareholder	22	Issue Transparency Report on Global Public Policy and Political Influence	Against	Against	For	For	A vote FOR this resolution is warranted, as increased global transparency and disclosure around the company's memberships in political organizations and lobbying expenditures, as well as the firm's management- and board-level oversight of spending would help shareholders evaluate the company's management of related risks and benefits more comprehensively.
MDU Resources Group, Inc.	05/14/2024	Management	1	Elect Director Darrel T. Anderson	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	2	Elect Director James H. Gemmel	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	3	Elect Director Douglas W. Jaeger	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	4	Elect Director Dennis W. Johnson	For	For	Against	Against	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	5	Elect Director Nicole A. Kivisto	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	6	Elect Director Dale S. Rosenthal	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MDU Resources Group, Inc.	05/14/2024	Management	7	Elect Director Edward A. Ryan	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	8	Elect Director David M. Sparby	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	9	Elect Director Chenxi Wang	For	For	For	For	Votes AGAINST Dennis Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
MDU Resources Group, Inc.	05/14/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Medpace Holdings, Inc.	05/17/2024	Management	1	Elect Director Fred B. Davenport, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Fred Davenport Jr. and Cornelius McCarthy III given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impact shareholder rights.
Medpace Holdings, Inc.	05/17/2024	Management	2	Elect Director Cornelius P. McCarthy, III	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Fred Davenport Jr. and Cornelius McCarthy III given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impact shareholder rights.
Medpace Holdings, Inc.	05/17/2024	Management	3	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Medpace Holdings, Inc.	05/17/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Medpace Holdings, Inc.	05/17/2024	Management	5	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Merck & Co., Inc.	05/28/2024	Management	1	Elect Director Douglas M. Baker, Jr.	For	For	For	For	Votes AGAINST Thomas Glocer and Patricia Russo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/28/2024	Management	2	Elect Director Mary Ellen Coe	For	For	For	For	Votes AGAINST Thomas Glocer and Patricia Russo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Merck & Co., Inc.	05/28/2024	Management	3	Elect Director Pamela J. Craig	For	For	For	For	Votes AGAINST Thomas Glocer and Patricia Russo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/28/2024	Management	4	Elect Director Robert M. Davis	For	For	For	For	Votes AGAINST Thomas Glocer and Patricia Russo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/28/2024	Management	5	Elect Director Thomas H. Glocer	For	For	Against	Against	Votes AGAINST Thomas Glocer and Patricia Russo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/28/2024	Management	6	Elect Director Risa J. Lavizzo-Mourey	For	For	For	For	Votes AGAINST Thomas Glocer and Patricia Russo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/28/2024	Management	7	Elect Director Stephen L. Mayo	For	For	For	For	Votes AGAINST Thomas Glocer and Patricia Russo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/28/2024	Management	8	Elect Director Paul B. Rothman	For	For	For	For	Votes AGAINST Thomas Glocer and Patricia Russo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/28/2024	Management	9	Elect Director Patricia F. Russo	For	For	Against	Against	Votes AGAINST Thomas Glocer and Patricia Russo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/28/2024	Management	10	Elect Director Christine E. Seidman	For	For	For	For	Votes AGAINST Thomas Glocer and Patricia Russo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/28/2024	Management	11	Elect Director Inge G. Thulin	For	For	For	For	Votes AGAINST Thomas Glocer and Patricia Russo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/28/2024	Management	12	Elect Director Kathy J. Warden	For	For	For	For	Votes AGAINST Thomas Glocer and Patricia Russo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/28/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Merck & Co., Inc.	05/28/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Merck & Co., Inc.	05/28/2024	Shareholder	15	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
Merck & Co., Inc.	05/28/2024	Shareholder	16	Disclose a Government Censorship Transparency Report	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, because: * the company provides disclosure of its commitment to transparency; * the company has not engaged in unconstitutional censorship; and * the proponent is conflating efforts to combat misinformation with unconstitutional censorship.
Merck & Co., Inc.	05/28/2024	Shareholder	17	Report on Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as Merck appears to be taking appropriate measures to address the risk of discrimination against employees based on religion or political views.
Meta Platforms, Inc.	05/29/2024	Management	1	Elect Director Peggy Alford	For	Withhold	Withhold	Withhold	WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, & governance committee are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Meta Platforms, Inc.	05/29/2024	Management	2	Elect Director Marc L. Andreessen	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.</p>
Meta Platforms, Inc.	05/29/2024	Management	3	Elect Director John Arnold	For	For	For	For	<p>WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Meta Platforms, Inc.	05/29/2024	Management	4	Elect Director Andrew W. Houston	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.</p>
Meta Platforms, Inc.	05/29/2024	Management	5	Elect Director Nancy Killefer	For	For	For	For	<p>WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Meta Platforms, Inc.	05/29/2024	Management	6	Elect Director Robert M. Kimmitt	For	For	For	For	<p>WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.</p>
Meta Platforms, Inc.	05/29/2024	Management	7	Elect Director Hock E. Tan	For	For	For	For	<p>WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Meta Platforms, Inc.	05/29/2024	Management	8	Elect Director Tracey T. Travis	For	For	For	For	<p>WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision.</p> <p>WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.</p>
Meta Platforms, Inc.	05/29/2024	Management	9	Elect Director Tony Xu	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision.</p> <p>WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Meta Platforms, Inc.	05/29/2024	Management	10	Elect Director Mark Zuckerberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, & governance committee are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/29/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Meta Platforms, Inc.	05/29/2024	Management	12	Amend Certificate of Incorporation to Limit the Liability of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
Meta Platforms, Inc.	05/29/2024	Management	13	Amend Omnibus Stock Plan	For	Against	Against	Against	Based on a qualitative evaluation of the proposed amendment, a vote AGAINST the proposal is warranted. The proposed amendment to allow for dividend and dividend equivalent payments is considered contrary to shareholders' interests because the plan lacks a prohibition for the payment of dividends prior to the vesting of the underlying award.
Meta Platforms, Inc.	05/29/2024	Shareholder	14	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.
Meta Platforms, Inc.	05/29/2024	Shareholder	15	Report on Generative AI Misinformation and Disinformation Risks	Against	For	For	For	A vote FOR this proposal is warranted. Additional disclosure on how the company intends to manage misinformation and disinformation risks related to generative AI would help shareholders better evaluate the company's approach.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Meta Platforms, Inc.	05/29/2024	Shareholder	16	Disclosure of Voting Results Based on Class of Shares	Against	For	For	For	A vote FOR this proposal is warranted, as it appears reasonable that the company would begin differentiating the voting results on a per-class basis to help facilitate improved board accountability at the company.
Meta Platforms, Inc.	05/29/2024	Shareholder	17	Report on Human Rights Risks in Non-US Markets	Against	Against	For	For	A vote FOR this resolution is warranted. Shareholders are likely to benefit from additional reporting on how well the company is assessing and management of human rights risks related to content moderation in non-U.S. markets.
Meta Platforms, Inc.	05/29/2024	Shareholder	18	Amend Corporate Governance Guidelines	Against	For	For	For	A vote FOR this proposal is warranted, as it would enhance the lead independent director duties.
Meta Platforms, Inc.	05/29/2024	Shareholder	19	Report on Human Rights Impact Assessment of Targeted Advertising	Against	For	For	For	A vote FOR this proposal is warranted, as an independent Human Rights Impact Assessment would help shareholders better assess Meta's management of risks related to its targeted advertising policies and practices.
Meta Platforms, Inc.	05/29/2024	Shareholder	20	Report on Child Safety and Harm Reduction	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.
Meta Platforms, Inc.	05/29/2024	Shareholder	21	Commission Third-Party Report on Minimum Age for Social Media Products and Conduct an Advisory Shareholder Vote	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. While shareholders would likely benefit from more disclosure around the risks and benefits of a higher minimum age, the proposal also asks for an advisory vote on the topic, and management is better positioned to execute the company's strategy.
Meta Platforms, Inc.	05/29/2024	Shareholder	22	Report on Political Advertising and Election Cycle Enhanced Actions	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency on advertising policies and additional disclosure on how the company is managing material risks related to misinformation.
Meta Platforms, Inc.	05/29/2024	Shareholder	23	Report on Framework to Assess Company Lobbying Alignment with Climate Goals	Against	For	For	For	A vote FOR this proposal is warranted at this time. The request is not considered overly onerous or prescriptive, and shareholders would benefit from greater transparency of the company's direct and indirect climate lobbying, and how the company would plan to mitigate any risks that might be identified.
MetLife, Inc.	06/18/2024	Management	1	Elect Director Cheryl W. Grise	For	For	Against	Against	Votes AGAINST R. Glenn Hubbard and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/18/2024	Management	2	Elect Director Carlos M. Gutierrez	For	For	For	For	Votes AGAINST R. Glenn Hubbard and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MetLife, Inc.	06/18/2024	Management	3	Elect Director Carla A. Harris	For	For	For	For	Votes AGAINST R. Glenn Hubbard and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/18/2024	Management	4	Elect Director Laura J. Hay	For	For	For	For	Votes AGAINST R. Glenn Hubbard and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/18/2024	Management	5	Elect Director David L. Herzog	For	For	For	For	Votes AGAINST R. Glenn Hubbard and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/18/2024	Management	6	Elect Director R. Glenn Hubbard	For	For	Against	Against	Votes AGAINST R. Glenn Hubbard and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/18/2024	Management	7	Elect Director Jeh C. Johnson	For	For	For	For	Votes AGAINST R. Glenn Hubbard and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/18/2024	Management	8	Elect Director Edward J. Kelly, III	For	For	For	For	Votes AGAINST R. Glenn Hubbard and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/18/2024	Management	9	Elect Director William E. Kennard	For	For	For	For	Votes AGAINST R. Glenn Hubbard and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/18/2024	Management	10	Elect Director Michel A. Khalaf	For	For	For	For	Votes AGAINST R. Glenn Hubbard and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/18/2024	Management	11	Elect Director Diana L. McKenzie	For	For	For	For	Votes AGAINST R. Glenn Hubbard and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/18/2024	Management	12	Elect Director Denise M. Morrison	For	For	For	For	Votes AGAINST R. Glenn Hubbard and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/18/2024	Management	13	Elect Director Mark A. Weinberger	For	For	For	For	Votes AGAINST R. Glenn Hubbard and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MetLife, Inc.	06/18/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MetLife, Inc.	06/18/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
MetLife, Inc.	06/18/2024	Management	16	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MetLife, Inc.	06/18/2024	Shareholder	17	Conduct and Report a Third-Party Racial Equity Audit	Against	Against	For	For	A vote FOR this proposal is warranted, as an independent racial equity justice audit would help shareholders better assess the effectiveness of the company's efforts to address racial inequity.
Mettler-Toledo International Inc.	05/09/2024	Management	1	Elect Director Roland Diggelmann	For	For	For	For	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/09/2024	Management	2	Elect Director Domitille Doat-Le Bigot	For	For	For	For	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/09/2024	Management	3	Elect Director Elisha W. Finney	For	For	For	For	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/09/2024	Management	4	Elect Director Richard Francis	For	For	For	For	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/09/2024	Management	5	Elect Director Michael A. Kelly	For	For	Against	Against	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/09/2024	Management	6	Elect Director Thomas P. Salice	For	For	Against	Against	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/09/2024	Management	7	Elect Director Wolfgang Wienand	For	For	For	For	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/09/2024	Management	8	Elect Director Ingrid Zhang	For	For	For	For	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/09/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted at the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mettler-Toledo International Inc.	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
MGIC Investment Corporation	04/25/2024	Management	1	Elect Director Analisa M. Allen	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	2	Elect Director Daniel A. Arrigoni	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	3	Elect Director C. Edward Chaplin	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	4	Elect Director Curt S. Culver	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	5	Elect Director Jay C. Hartzell	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	6	Elect Director Timothy A. Holt	For	For	Withhold	Withhold	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	7	Elect Director Jodeen A. Kozlak	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	8	Elect Director Michael E. Lehman	For	For	Withhold	Withhold	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	9	Elect Director Teresita M. Lowman	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	10	Elect Director Timothy J. Mattke	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MGIC Investment Corporation	04/25/2024	Management	11	Elect Director Sheryl L. Sculley	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	12	Elect Director Michael L. Thompson	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	13	Elect Director Mark M. Zandi	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MGIC Investment Corporation	04/25/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MGM Resorts International	05/01/2024	Management	1	Elect Director Barry Diller	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/01/2024	Management	2	Elect Director Alexis M. Herman	For	For	Against	Against	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/01/2024	Management	3	Elect Director William J. Hornbuckle	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/01/2024	Management	4	Elect Director Mary Chris Jammet	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MGM Resorts International	05/01/2024	Management	5	Elect Director Joey Levin	For	For	Against	Against	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/01/2024	Management	6	Elect Director Rose McKinney-James	For	For	Against	Against	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/01/2024	Management	7	Elect Director Keith A. Meister	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/01/2024	Management	8	Elect Director Paul Salem	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/01/2024	Management	9	Elect Director Jan G. Swartz	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/01/2024	Management	10	Elect Director Daniel J. Taylor	For	For	Against	Against	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MGM Resorts International	05/01/2024	Management	11	Elect Director Ben Winston	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/01/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
MGM Resorts International	05/01/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
MGM Resorts International	05/01/2024	Management	14	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
MGM Resorts International	05/01/2024	Shareholder	15	Report on Risks Created by the Company's Diversity, Equity, and Inclusion Efforts	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosure related to its diversity, equity and inclusion efforts and its management of related risks.
Micron Technology, Inc.	01/18/2024	Management	1	Elect Director Richard M. Beyer	For	For	Against	Against	Votes AGAINST Robert (Bob) Switz and Richard (Rich) Beyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/18/2024	Management	2	Elect Director Lynn A. Dugle	For	For	For	For	Votes AGAINST Robert (Bob) Switz and Richard (Rich) Beyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/18/2024	Management	3	Elect Director Steven J. Gomo	For	For	For	For	Votes AGAINST Robert (Bob) Switz and Richard (Rich) Beyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/18/2024	Management	4	Elect Director Linnie M. Haynesworth	For	For	For	For	Votes AGAINST Robert (Bob) Switz and Richard (Rich) Beyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/18/2024	Management	5	Elect Director Mary Pat McCarthy	For	For	For	For	Votes AGAINST Robert (Bob) Switz and Richard (Rich) Beyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/18/2024	Management	6	Elect Director Sanjay Mehrotra	For	For	For	For	Votes AGAINST Robert (Bob) Switz and Richard (Rich) Beyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Micron Technology, Inc.	01/18/2024	Management	7	Elect Director Robert E. Switz	For	For	Against	Against	Votes AGAINST Robert (Bob) Switz and Richard (Rich) Beyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/18/2024	Management	8	Elect Director MaryAnn Wright	For	For	For	For	Votes AGAINST Robert (Bob) Switz and Richard (Rich) Beyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/18/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted as the company provided an excessive personal security perquisite to the CEO.
Micron Technology, Inc.	01/18/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Micron Technology, Inc.	01/18/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Micron Technology, Inc.	01/18/2024	Shareholder	12	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Mid-America Apartment Communities, Inc.	05/21/2024	Management	1	Elect Director H. Eric Bolton, Jr.	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders, and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/21/2024	Management	2	Elect Director Deborah H. Caplan	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders, and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/21/2024	Management	3	Elect Director John P. Case	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders, and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/21/2024	Management	4	Elect Director Tamara Fischer	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders, and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/21/2024	Management	5	Elect Director Alan B. Graf, Jr.	For	For	Against	Against	Votes AGAINST Alan Graf Jr., William Sanders, and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mid-America Apartment Communities, Inc.	05/21/2024	Management	6	Elect Director Edith Kelly-Green	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders, and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/21/2024	Management	7	Elect Director James K. Lowder	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders, and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/21/2024	Management	8	Elect Director Thomas H. Lowder	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders, and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/21/2024	Management	9	Elect Director Claude B. Nielsen	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders, and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/21/2024	Management	10	Elect Director W. Reid Sanders	For	For	Against	Against	Votes AGAINST Alan Graf Jr., William Sanders, and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/21/2024	Management	11	Elect Director Gary S. Shorb	For	For	Against	Against	Votes AGAINST Alan Graf Jr., William Sanders, and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/21/2024	Management	12	Elect Director David P. Stockert	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders, and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/21/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Mid-America Apartment Communities, Inc.	05/21/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Moderna, Inc.	05/06/2024	Management	1	Elect Director Robert Langer	For	Against	Against	Against	Votes AGAINST Robert Langer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent governance committee member Robert Langer Jr. are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Moderna, Inc.	05/06/2024	Management	2	Elect Director Elizabeth Nabel	For	For	For	For	Votes AGAINST Robert Langer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent governance committee member Robert Langer Jr. are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Moderna, Inc.	05/06/2024	Management	3	Elect Director Elizabeth Tallett	For	For	For	For	Votes AGAINST Robert Langer Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent governance committee member Robert Langer Jr. are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Moderna, Inc.	05/06/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO inordinate amounts of security-related benefits and the total amount of perquisite compensation for the CEO is deemed excessive.
Moderna, Inc.	05/06/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Moderna, Inc.	05/06/2024	Management	6	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Therefore, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights, despite restrictive language which may remain in the contingent bylaw amendment.
Moderna, Inc.	05/06/2024	Management	7	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Mohawk Industries, Inc.	05/23/2024	Management	1	Elect Director Bruce C. Bruckmann	For	For	Against	Against	Votes AGAINST non-independent nominee Bruce Bruckmann are warranted for lack of a majority independent board. Votes AGAINST Bruce Bruckmann are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mohawk Industries, Inc.	05/23/2024	Management	2	Elect Director Jerry W. Burris	For	For	For	For	Votes AGAINST non-independent nominee Bruce Bruckmann are warranted for lack of a majority independent board. Votes AGAINST Bruce Bruckmann are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mohawk Industries, Inc.	05/23/2024	Management	3	Elect Director John M. Engquist	For	For	For	For	Votes AGAINST non-independent nominee Bruce Bruckmann are warranted for lack of a majority independent board. Votes AGAINST Bruce Bruckmann are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mohawk Industries, Inc.	05/23/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mohawk Industries, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Molina Healthcare, Inc.	05/01/2024	Management	1	Elect Director Barbara L. Brasier	For	For	For	For	Votes AGAINST non-independent nominees Dale Wolf, Joseph Zubretsky, Daniel Cooperman, Steven Orlando and Ronna Romney are warranted for lack of a majority independent board. Votes AGAINST Dale Wolf, Steven Orlando and Ronna Romney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Ronna Romney are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/01/2024	Management	2	Elect Director Daniel Cooperman	For	For	Against	Against	Votes AGAINST non-independent nominees Dale Wolf, Joseph Zubretsky, Daniel Cooperman, Steven Orlando and Ronna Romney are warranted for lack of a majority independent board. Votes AGAINST Dale Wolf, Steven Orlando and Ronna Romney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Ronna Romney are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/01/2024	Management	3	Elect Director Stephen H. Lockhart	For	For	For	For	Votes AGAINST non-independent nominees Dale Wolf, Joseph Zubretsky, Daniel Cooperman, Steven Orlando and Ronna Romney are warranted for lack of a majority independent board. Votes AGAINST Dale Wolf, Steven Orlando and Ronna Romney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Ronna Romney are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Molina Healthcare, Inc.	05/01/2024	Management	4	Elect Director Steven J. Orlando	For	For	Against	Against	Votes AGAINST non-independent nominees Dale Wolf, Joseph Zubretsky, Daniel Cooperman, Steven Orlando and Ronna Romney are warranted for lack of a majority independent board. Votes AGAINST Dale Wolf, Steven Orlando and Ronna Romney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Ronna Romney are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/01/2024	Management	5	Elect Director Ronna E. Romney	For	For	Against	Against	Votes AGAINST non-independent nominees Dale Wolf, Joseph Zubretsky, Daniel Cooperman, Steven Orlando and Ronna Romney are warranted for lack of a majority independent board. Votes AGAINST Dale Wolf, Steven Orlando and Ronna Romney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Ronna Romney are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/01/2024	Management	6	Elect Director Richard M. Schapiro	For	For	For	For	Votes AGAINST non-independent nominees Dale Wolf, Joseph Zubretsky, Daniel Cooperman, Steven Orlando and Ronna Romney are warranted for lack of a majority independent board. Votes AGAINST Dale Wolf, Steven Orlando and Ronna Romney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Ronna Romney are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/01/2024	Management	7	Elect Director Dale B. Wolf	For	For	Against	Against	Votes AGAINST non-independent nominees Dale Wolf, Joseph Zubretsky, Daniel Cooperman, Steven Orlando and Ronna Romney are warranted for lack of a majority independent board. Votes AGAINST Dale Wolf, Steven Orlando and Ronna Romney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Ronna Romney are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Molina Healthcare, Inc.	05/01/2024	Management	8	Elect Director Richard C. Zoretic	For	For	For	For	Votes AGAINST non-independent nominees Dale Wolf, Joseph Zubretsky, Daniel Cooperman, Steven Orlando and Ronna Romney are warranted for lack of a majority independent board. Votes AGAINST Dale Wolf, Steven Orlando and Ronna Romney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Ronna Romney are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/01/2024	Management	9	Elect Director Joseph M. Zubretsky	For	For	Against	Against	Votes AGAINST non-independent nominees Dale Wolf, Joseph Zubretsky, Daniel Cooperman, Steven Orlando and Ronna Romney are warranted for lack of a majority independent board. Votes AGAINST Dale Wolf, Steven Orlando and Ronna Romney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Ronna Romney are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Molina Healthcare, Inc.	05/01/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Molina Healthcare, Inc.	05/01/2024	Shareholder	12	Adopt Simple Majority Vote	Against	Against	Against	Against	A vote AGAINST this proposal is warranted since the company's governing documents currently do not contain any supermajority voting requirements.
Mondelez International, Inc.	05/22/2024	Management	1	Elect Director Cees 't Hart	For	For	For	For	Votes AGAINST Patrick Siewert and Jorge Mesquita are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/22/2024	Management	2	Elect Director Charles E. Bunch	For	For	For	For	Votes AGAINST Patrick Siewert and Jorge Mesquita are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/22/2024	Management	3	Elect Director Ertharin Cousin	For	For	For	For	Votes AGAINST Patrick Siewert and Jorge Mesquita are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/22/2024	Management	4	Elect Director Brian J. McNamara	For	For	For	For	Votes AGAINST Patrick Siewert and Jorge Mesquita are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mondelez International, Inc.	05/22/2024	Management	5	Elect Director Jorge S. Mesquita	For	For	Against	Against	Votes AGAINST Patrick Siewert and Jorge Mesquita are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/22/2024	Management	6	Elect Director Anindita Mukherjee	For	For	For	For	Votes AGAINST Patrick Siewert and Jorge Mesquita are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/22/2024	Management	7	Elect Director Jane Hamilton Nielsen	For	For	For	For	Votes AGAINST Patrick Siewert and Jorge Mesquita are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/22/2024	Management	8	Elect Director Paula A. Price	For	For	For	For	Votes AGAINST Patrick Siewert and Jorge Mesquita are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/22/2024	Management	9	Elect Director Patrick T. Siewert	For	For	Against	Against	Votes AGAINST Patrick Siewert and Jorge Mesquita are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/22/2024	Management	10	Elect Director Michael A. Todman	For	For	For	For	Votes AGAINST Patrick Siewert and Jorge Mesquita are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/22/2024	Management	11	Elect Director Dirk Van de Put	For	For	For	For	Votes AGAINST Patrick Siewert and Jorge Mesquita are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Mondelez International, Inc.	05/22/2024	Management	13	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Mondelez International, Inc.	05/22/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mondelez International, Inc.	05/22/2024	Shareholder	15	Establish Subcommittee Study on Company Affiliations	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company's existing board oversight appears adequate to address issues related to external partnerships and, absent clear performance concerns, the board should generally be given latitude to determine its committee and subcommittee structure.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mondelez International, Inc.	05/22/2024	Shareholder	16	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Mondelez International, Inc.	05/22/2024	Shareholder	17	Report on Targets to Eradicate Child Labor in Cocoa Supply Chain	Against	Against	For	For	A vote FOR this proposal is warranted, as increased transparency on the company's supply chain policies and processes could help alleviate related risks.
Mondelez International, Inc.	05/22/2024	Shareholder	18	Report on Risks of Doing Business in Conflict-Affected Areas	Against	For	For	For	A vote FOR the proposal is warranted as shareholders would benefit from an independent review of the effectiveness of the company's human rights policy in conflict-affected and high-risk areas in order to better assess whether the company is sufficiently managing associated risks
Monolithic Power Systems, Inc.	06/13/2024	Management	1	Elect Director Eugen Elmiger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eugen Elmiger and Jeff Zhou are warranted for lack of a majority independent board. WITHHOLD votes for Eugen Elmiger and Jeff Zhou are also warranted for serving as non-independent members of a key board committee. A vote FOR Eileen Wynne is warranted.
Monolithic Power Systems, Inc.	06/13/2024	Management	2	Elect Director Eileen Wynne	For	For	For	For	WITHHOLD votes for non-independent nominees Eugen Elmiger and Jeff Zhou are warranted for lack of a majority independent board. WITHHOLD votes for Eugen Elmiger and Jeff Zhou are also warranted for serving as non-independent members of a key board committee. A vote FOR Eileen Wynne is warranted.
Monolithic Power Systems, Inc.	06/13/2024	Management	3	Elect Director Jeff Zhou	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eugen Elmiger and Jeff Zhou are warranted for lack of a majority independent board. WITHHOLD votes for Eugen Elmiger and Jeff Zhou are also warranted for serving as non-independent members of a key board committee. A vote FOR Eileen Wynne is warranted.
Monolithic Power Systems, Inc.	06/13/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Monolithic Power Systems, Inc.	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Monolithic Power Systems, Inc.	06/13/2024	Shareholder	6	Declassify the Board of Directors	Against	For	For	For	A vote FOR this proposal is warranted because the declassification would enhance board accountability.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Monster Beverage Corporation	06/13/2024	Management	1	Elect Director Rodney C. Sacks	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/13/2024	Management	2	Elect Director Hilton H. Schlosberg	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/13/2024	Management	3	Elect Director Mark J. Hall	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/13/2024	Management	4	Elect Director Ana Demel	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/13/2024	Management	5	Elect Director James L. Dinkins	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/13/2024	Management	6	Elect Director Gary P. Fayard	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/13/2024	Management	7	Elect Director Tiffany M. Hall	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/13/2024	Management	8	Elect Director Jeanne P. Jackson	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/13/2024	Management	9	Elect Director Steven G. Pizula	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/13/2024	Management	10	Elect Director Mark S. Vidergauz	For	For	Withhold	Withhold	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/13/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Monster Beverage Corporation	06/13/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Moody's Corporation	04/16/2024	Management	1	Elect Director Jorge A. Bermudez	For	For	Against	Against	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/16/2024	Management	2	Elect Director Therese Esperdy	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/16/2024	Management	3	Elect Director Robert Fauber	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/16/2024	Management	4	Elect Director Vincent A. Forlenza	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/16/2024	Management	5	Elect Director Kathryn M. Hill	For	For	Against	Against	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/16/2024	Management	6	Elect Director Lloyd W. Howell, Jr.	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/16/2024	Management	7	Elect Director Jose M. Minaya	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/16/2024	Management	8	Elect Director Leslie F. Seidman	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/16/2024	Management	9	Elect Director Zig Serafin	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/16/2024	Management	10	Elect Director Bruce Van Saun	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/16/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Moody's Corporation	04/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Moody's Corporation	04/16/2024	Management	13	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholders' rights.
Moody's Corporation	04/16/2024	Shareholder	14	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the right to call special meetings at a 15 percent ownership threshold would enhance shareholders rights.
Morgan Stanley	05/23/2024	Management	1	Elect Director Megan Butler	For	For	For	For	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Morgan Stanley	05/23/2024	Management	2	Elect Director Thomas H. Glocer	For	For	Against	Against	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Morgan Stanley	05/23/2024	Management	3	Elect Director James P. Gorman	For	For	For	For	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Morgan Stanley	05/23/2024	Management	4	Elect Director Robert H. Herz	For	For	Against	Against	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Morgan Stanley	05/23/2024	Management	5	Elect Director Erika H. James	For	For	For	For	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Morgan Stanley	05/23/2024	Management	6	Elect Director Hironori Kamezawa	For	For	For	For	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Morgan Stanley	05/23/2024	Management	7	Elect Director Shelley B. Leibowitz	For	For	For	For	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Morgan Stanley	05/23/2024	Management	8	Elect Director Stephen J. Luczo	For	For	For	For	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Morgan Stanley	05/23/2024	Management	9	Elect Director Jami Miscik	For	For	For	For	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Morgan Stanley	05/23/2024	Management	10	Elect Director Masato Miyachi	For	For	For	For	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Morgan Stanley	05/23/2024	Management	11	Elect Director Dennis M. Nally	For	For	For	For	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Morgan Stanley	05/23/2024	Management	12	Elect Director Edward (Ted) Pick	For	For	For	For	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Morgan Stanley	05/23/2024	Management	13	Elect Director Mary L. Schapiro	For	For	For	For	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Morgan Stanley	05/23/2024	Management	14	Elect Director Perry M. Traquina	For	For	For	For	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Morgan Stanley	05/23/2024	Management	15	Elect Director Rayford Wilkins, Jr.	For	For	Against	Against	Votes AGAINST Thomas Glocer and Robert Herz are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Rayford Wilkins Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Morgan Stanley	05/23/2024	Management	16	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Morgan Stanley	05/23/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Morgan Stanley	05/23/2024	Management	18	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted, as the plan is broad-based, has reasonable limits on employee contributions, and the purchase price provides for a reasonable discount.
Morgan Stanley	05/23/2024	Shareholder	19	Report on Overseeing Risks Related to Discrimination Including Religious/Political Views	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against customers.
Morgan Stanley	05/23/2024	Shareholder	20	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.
Morgan Stanley	05/23/2024	Shareholder	21	Report on Clean Energy Supply Financing Ratio	Against	For	For	For	A vote FOR this resolution is warranted. Measuring and disclosing this statistic will give shareholders increased information on how the bank is progressing on its goal to align its financing activities with a net zero by 2050 pathway.
Morningstar, Inc.	05/10/2024	Management	1	Elect Director Joe Mansueto	For	For	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Morningstar, Inc.	05/10/2024	Management	2	Elect Director Kunal Kapoor	For	For	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/10/2024	Management	3	Elect Director Robin Diamonte	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/10/2024	Management	4	Elect Director Cheryl Francis	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Morningstar, Inc.	05/10/2024	Management	5	Elect Director Steve Joynt	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/10/2024	Management	6	Elect Director Steve Kaplan	For	For	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/10/2024	Management	7	Elect Director Gail Landis	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Morningstar, Inc.	05/10/2024	Management	8	Elect Director Bill Lyons	For	For	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/10/2024	Management	9	Elect Director Doniel Sutton	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/10/2024	Management	10	Elect Director Caroline Tsay	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/10/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Morningstar, Inc.	05/10/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Motorola Solutions, Inc.	05/14/2024	Management	1	Elect Director Gregory Q. Brown	For	For	For	For	Votes AGAINST Judy Lewent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/14/2024	Management	2	Elect Director Nicole Anasenes	For	For	For	For	Votes AGAINST Judy Lewent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/14/2024	Management	3	Elect Director Kenneth D. Denman	For	For	For	For	Votes AGAINST Judy Lewent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/14/2024	Management	4	Elect Director Ayanna M. Howard	For	For	For	For	Votes AGAINST Judy Lewent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/14/2024	Management	5	Elect Director Clayton M. Jones	For	For	For	For	Votes AGAINST Judy Lewent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/14/2024	Management	6	Elect Director Judy C. Lewent	For	For	Against	Against	Votes AGAINST Judy Lewent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/14/2024	Management	7	Elect Director Gregory K. Mondre	For	For	For	For	Votes AGAINST Judy Lewent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/14/2024	Management	8	Elect Director Joseph M. Tucci	For	For	For	For	Votes AGAINST Judy Lewent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/14/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Motorola Solutions, Inc.	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Motorola Solutions, Inc.	05/14/2024	Management	11	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
MSA Safety, Inc.	05/10/2024	Management	1	Elect Director Steven C. Blanco	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Steven Blanco are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
MSA Safety, Inc.	05/10/2024	Management	2	Elect Director Sandra Phillips Rogers	For	For	For	For	WITHHOLD votes for non-independent nominee Steven Blanco are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
MSA Safety, Inc.	05/10/2024	Management	3	Elect Director Luca Savi	For	For	For	For	WITHHOLD votes for non-independent nominee Steven Blanco are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
MSA Safety, Inc.	05/10/2024	Management	4	Approve Non-Employee Director Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MSA Safety, Inc.	05/10/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MSA Safety, Inc.	05/10/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
MSCI Inc.	04/23/2024	Management	1	Elect Director Henry A. Fernandez	For	For	For	For	Votes AGAINST Linda Riefler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/23/2024	Management	2	Elect Director Robert G. Ashe	For	For	For	For	Votes AGAINST Linda Riefler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/23/2024	Management	3	Elect Director Chirantan "CJ" Desai	For	For	For	For	Votes AGAINST Linda Riefler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/23/2024	Management	4	Elect Director Wayne Edmunds	For	For	For	For	Votes AGAINST Linda Riefler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/23/2024	Management	5	Elect Director Robin Matlock	For	For	For	For	Votes AGAINST Linda Riefler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/23/2024	Management	6	Elect Director Jacques P. Perold	For	For	For	For	Votes AGAINST Linda Riefler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/23/2024	Management	7	Elect Director C.D. Baer Pettit	For	For	For	For	Votes AGAINST Linda Riefler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/23/2024	Management	8	Elect Director Sandy C. Rattray	For	For	For	For	Votes AGAINST Linda Riefler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/23/2024	Management	9	Elect Director Linda H. Riefler	For	For	Against	Against	Votes AGAINST Linda Riefler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/23/2024	Management	10	Elect Director Marcus L. Smith	For	For	For	For	Votes AGAINST Linda Riefler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/23/2024	Management	11	Elect Director Rajat Taneja	For	For	For	For	Votes AGAINST Linda Riefler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/23/2024	Management	12	Elect Director Paula Volent	For	For	For	For	Votes AGAINST Linda Riefler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
MSCI Inc.	04/23/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MSCI Inc.	04/23/2024	Shareholder	15	Report on "Chinese Military-Industry Companies" in Company Indices	Against	Against	Against	Against	A vote AGAINST the proposal is warranted because: - the company regularly monitors for investment sanctions and related guidance that may affect the suitability of relevant securities from Chinese companies included in its indexes; and - the company has already removed from its indexes the securities of Chinese companies subject to relevant investment sanctions.
Murphy USA Inc.	05/09/2024	Management	1	Elect Director David L. Goebel	For	For	For	For	A vote FOR all director nominees is warranted.
Murphy USA Inc.	05/09/2024	Management	2	Elect Director James W. Keyes	For	For	For	For	A vote FOR all director nominees is warranted.
Murphy USA Inc.	05/09/2024	Management	3	Elect Director Diane N. Landen	For	For	For	For	A vote FOR all director nominees is warranted.
Murphy USA Inc.	05/09/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Murphy USA Inc.	05/09/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Murphy USA Inc.	05/09/2024	Management	6	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Murphy USA Inc.	05/09/2024	Management	7	Eliminate Supermajority Vote Requirement for Business Combinations	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Murphy USA Inc.	05/09/2024	Management	8	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Murphy USA Inc.	05/09/2024	Shareholder	9	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
Nasdaq, Inc.	06/11/2024	Management	1	Elect Director Melissa M. Arnoldi	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/11/2024	Management	2	Elect Director Charlene T. Begley	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/11/2024	Management	3	Elect Director Adena T. Friedman	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/11/2024	Management	4	Elect Director Essa Kazim	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/11/2024	Management	5	Elect Director Thomas A. Kloet	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/11/2024	Management	6	Elect Director Kathryn A. Koch	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Nasdaq, Inc.	06/11/2024	Management	7	Elect Director Holden Spaht	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/11/2024	Management	8	Elect Director Michael R. Splinter	For	For	Against	Against	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/11/2024	Management	9	Elect Director Johan Torgeby	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/11/2024	Management	10	Elect Director Toni Townes-Whitley	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/11/2024	Management	11	Elect Director Jeffery W. Yabuki	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/11/2024	Management	12	Elect Director Alfred W. Zollar	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/11/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Nasdaq, Inc.	06/11/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nasdaq, Inc.	06/11/2024	Shareholder	15	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold to call a special meeting would improve shareholder rights.
Natera, Inc.	06/12/2024	Management	1	Elect Director Roelof F. Botha	For	Withhold	Withhold	Withhold	WITHHOLD votes for Roelof Botha are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Roelof Botha are further warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee member Roelof Botha are warranted given that the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Natera, Inc.	06/12/2024	Management	2	Elect Director Steven L. Chapman	For	For	For	For	WITHHOLD votes for Roelof Botha are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Roelof Botha are further warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee member Roelof Botha are warranted given that the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Natera, Inc.	06/12/2024	Management	3	Elect Director Matthew Rabinowitz	For	For	For	For	WITHHOLD votes for Roelof Botha are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Roelof Botha are further warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee member Roelof Botha are warranted given that the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Natera, Inc.	06/12/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Natera, Inc.	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Natera, Inc.	06/12/2024	Management	6	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:- The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.66 percent is excessive.- The plan administrator may provide loans to exercise awards.
National Fuel Gas Company	03/08/2024	Management	1	Elect Director David H. Anderson	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	2	Elect Director David P. Bauer	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	3	Elect Director Barbara M. Baumann	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	4	Elect Director David C. Carroll	For	For	Withhold	Withhold	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	5	Elect Director Steven C. Finch	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
National Fuel Gas Company	03/08/2024	Management	6	Elect Director Joseph N. Jaggars	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	7	Elect Director Rebecca Ranich	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	8	Elect Director Jeffrey W. Shaw	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	9	Elect Director Thomas E. Skains	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	10	Elect Director David F. Smith	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	11	Elect Director Ronald J. Tanski	For	For	For	For	WITHHOLD votes for David Carroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
National Fuel Gas Company	03/08/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
National Fuel Gas Company	03/08/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
National Fuel Gas Company	03/08/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
nCino, Inc.	06/20/2024	Management	1	Elect Director Pam Kilday	For	Against	Against	Against	Votes AGAINST William Ruh are warranted for serving as a non-independent member of a key board committee. In the absence of governance committee members on ballot, votes AGAINST incumbent director nominees Pierre Naude, Pamela (Pam) Kilday, and William Ruh are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
nCino, Inc.	06/20/2024	Management	2	Elect Director Pierre Naude	For	Against	Against	Against	Votes AGAINST William Ruh are warranted for serving as a non-independent member of a key board committee. In the absence of governance committee members on ballot, votes AGAINST incumbent director nominees Pierre Naude, Pamela (Pam) Kilday, and William Ruh are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
nCino, Inc.	06/20/2024	Management	3	Elect Director William J. Ruh	For	Against	Against	Against	Votes AGAINST William Ruh are warranted for serving as a non-independent member of a key board committee. In the absence of governance committee members on ballot, votes AGAINST incumbent director nominees Pierre Naude, Pamela (Pam) Kilday, and William Ruh are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
nCino, Inc.	06/20/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
nCino, Inc.	06/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided a tax gross-up payment for the CEO's life insurance perquisite. In addition, the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal
nCino, Inc.	06/20/2024	Management	6	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
nCino, Inc.	06/20/2024	Shareholder	7	Declassify the Board of Directors	Against	For	For	For	A vote FOR this proposal is warranted because the declassification would enhance board accountability.
NCR Atleos Corporation	05/21/2024	Management	1	Elect Director Odilon Almeida, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	2	Elect Director Mary Ellen Baker	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	3	Elect Director Mark W. Begor	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	4	Elect Director Michelle McKinney Frymire	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	5	Elect Director Frank A. Natoli	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	6	Elect Director Timothy (Tim) C. Oliver	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	7	Elect Director Joseph E. Reece	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	8	Elect Director Jeffrey H. von Gillern	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Atleos Corporation	05/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
NCR Atleos Corporation	05/21/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NCR Atleos Corporation	05/21/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
NCR Voyix Corporation	05/29/2024	Management	1	Elect Director James G. Kelly	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	2	Elect Director David Wilkinson	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	3	Elect Director Catherine L. Burke	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	4	Elect Director Janet Haugen	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	5	Elect Director Irv Henderson	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	6	Elect Director Kirk T. Larsen	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	7	Elect Director Laura Miller	For	For	For	For	A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NCR Voyix Corporation	05/29/2024	Management	8	Elect Director Kevin Reddy	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	9	Elect Director Laura Sen	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Voyix Corporation	05/29/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although the new CEO's employment agreement contains a guaranteed multi-year equity award provision, this is somewhat mitigated given that the fiscal 2024 equity awards are half performance-based.
NCR Voyix Corporation	05/29/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Netflix, Inc.	06/06/2024	Management	1	Elect Director Richard N. Barton	For	For	Against	Against	Votes AGAINST non-independent nominees Reed Hastings, Gregory (Greg) Peters, Ted Sarandos, Jay Hoag, and Richard (Rich) Barton are warranted for lack of a majority independent board. Votes AGAINST Jay Hoag and Richard (Rich) Barton are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard (Rich) Barton are finally warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Netflix, Inc.	06/06/2024	Management	2	Elect Director Mathias Dopfner	For	For	For	For	Votes AGAINST non-independent nominees Reed Hastings, Gregory (Greg) Peters, Ted Sarandos, Jay Hoag, and Richard (Rich) Barton are warranted for lack of a majority independent board. Votes AGAINST Jay Hoag and Richard (Rich) Barton are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard (Rich) Barton are finally warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Netflix, Inc.	06/06/2024	Management	3	Elect Director Reed Hastings	For	For	Against	Against	Votes AGAINST non-independent nominees Reed Hastings, Gregory (Greg) Peters, Ted Sarandos, Jay Hoag, and Richard (Rich) Barton are warranted for lack of a majority independent board. Votes AGAINST Jay Hoag and Richard (Rich) Barton are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard (Rich) Barton are finally warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Netflix, Inc.	06/06/2024	Management	4	Elect Director Jay C. Hoag	For	For	Against	Against	Votes AGAINST non-independent nominees Reed Hastings, Gregory (Greg) Peters, Ted Sarandos, Jay Hoag, and Richard (Rich) Barton are warranted for lack of a majority independent board. Votes AGAINST Jay Hoag and Richard (Rich) Barton are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard (Rich) Barton are finally warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Netflix, Inc.	06/06/2024	Management	5	Elect Director Greg Peters	For	For	Against	Against	Votes AGAINST non-independent nominees Reed Hastings, Gregory (Greg) Peters, Ted Sarandos, Jay Hoag, and Richard (Rich) Barton are warranted for lack of a majority independent board. Votes AGAINST Jay Hoag and Richard (Rich) Barton are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard (Rich) Barton are finally warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Netflix, Inc.	06/06/2024	Management	6	Elect Director Susan E. Rice	For	For	For	For	Votes AGAINST non-independent nominees Reed Hastings, Gregory (Greg) Peters, Ted Sarandos, Jay Hoag, and Richard (Rich) Barton are warranted for lack of a majority independent board. Votes AGAINST Jay Hoag and Richard (Rich) Barton are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard (Rich) Barton are finally warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Netflix, Inc.	06/06/2024	Management	7	Elect Director Ted Sarandos	For	For	Against	Against	Votes AGAINST non-independent nominees Reed Hastings, Gregory (Greg) Peters, Ted Sarandos, Jay Hoag, and Richard (Rich) Barton are warranted for lack of a majority independent board. Votes AGAINST Jay Hoag and Richard (Rich) Barton are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard (Rich) Barton are finally warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Netflix, Inc.	06/06/2024	Management	8	Elect Director Bradford L. Smith	For	For	For	For	Votes AGAINST non-independent nominees Reed Hastings, Gregory (Greg) Peters, Ted Sarandos, Jay Hoag, and Richard (Rich) Barton are warranted for lack of a majority independent board. Votes AGAINST Jay Hoag and Richard (Rich) Barton are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard (Rich) Barton are finally warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Netflix, Inc.	06/06/2024	Management	9	Elect Director Anne M. Sweeney	For	For	For	For	Votes AGAINST non-independent nominees Reed Hastings, Gregory (Greg) Peters, Ted Sarandos, Jay Hoag, and Richard (Rich) Barton are warranted for lack of a majority independent board. Votes AGAINST Jay Hoag and Richard (Rich) Barton are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard (Rich) Barton are finally warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Netflix, Inc.	06/06/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Netflix, Inc.	06/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Netflix, Inc.	06/06/2024	Shareholder	12	Report on Use of Artificial Intelligence	Against	For	For	For	A vote FOR this proposal is warranted, as improved transparency and the disclosure of ethical guidelines would provide shareholders the ability to evaluate the benefits and risks associated with the company's use of AI.
Netflix, Inc.	06/06/2024	Shareholder	13	Establish Committee on Corporate Sustainability	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company's existing board oversight appears adequate to address issues related to corporate sustainability and the board should generally be given latitude to determine its committee structure.
Netflix, Inc.	06/06/2024	Shareholder	14	Amend Director Election Resignation Bylaw	Against	Against	For	For	A vote FOR this proposal is warranted because the adoption of an enhanced director resignation policy for directors who failed to receive the required shareholder votes would transform the election-of-directors process into a more meaningful voice for shareholders and would serve to strengthen director accountability at the company.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Netflix, Inc.	06/06/2024	Shareholder	15	Amend Code of Ethics and Report on Board Compliance with the Amended Code	Against	Against	For	For	A vote FOR this proposal is warranted, as more comprehensive information on how the board checks and verifies board member compliance with the Code of Ethics would provide assurance to shareholders that the company is adhering to its policies with respect to diversity, equity, and inclusion (DEI). Furthermore, the adoption of this proposal would enhance the company's current measures for ethical conduct and oversight and allow better insight into the effectiveness of the company's DEI efforts.
Netflix, Inc.	06/06/2024	Shareholder	16	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
Neurocrine Biosciences, Inc.	05/22/2024	Management	1	Elect Director William H. Rastetter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee William (Bill) Rastetter are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Neurocrine Biosciences, Inc.	05/22/2024	Management	2	Elect Director George J. Morrow	For	For	For	For	WITHHOLD votes for non-independent nominee William (Bill) Rastetter are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Neurocrine Biosciences, Inc.	05/22/2024	Management	3	Elect Director Leslie V. Norwalk	For	For	For	For	WITHHOLD votes for non-independent nominee William (Bill) Rastetter are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Neurocrine Biosciences, Inc.	05/22/2024	Management	4	Elect Director Christine A. Poon	For	For	For	For	WITHHOLD votes for non-independent nominee William (Bill) Rastetter are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Neurocrine Biosciences, Inc.	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Neurocrine Biosciences, Inc.	05/22/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.94 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Neurocrine Biosciences, Inc.	05/22/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Newell Brands Inc.	05/09/2024	Management	1	Elect Director Bridget Ryan Berman	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	2	Elect Director Patrick D. Campbell	For	For	Against	Against	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Newell Brands Inc.	05/09/2024	Management	3	Elect Director James P. Keane	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	4	Elect Director Gerardo I. Lopez	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	5	Elect Director Christopher H. Peterson	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	6	Elect Director Judith A. Sprieser	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	7	Elect Director Stephanie P. Stahl	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	8	Elect Director Anthony Terry	For	For	For	For	Votes AGAINST Governance Committee Chair Patrick Campbell are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Newell Brands Inc.	05/09/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Newell Brands Inc.	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Newell Brands Inc.	05/09/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Newell Brands Inc.	05/09/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
NewMarket Corporation	04/25/2024	Management	1	Elect Director Mark M. Gambill	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NewMarket Corporation	04/25/2024	Management	2	Elect Director Bruce C. Gottwald	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/25/2024	Management	3	Elect Director Thomas E. Gottwald	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/25/2024	Management	4	Elect Director H. Hiter Harris, III	For	For	For	For	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/25/2024	Management	5	Elect Director James E. Rogers	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/25/2024	Management	6	Elect Director Lilo S. Ukrop	For	For	For	For	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/25/2024	Management	7	Elect Director Ting Xu	For	For	For	For	Votes AGAINST non-independent nominees Thomas Gottwald, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NewMarket Corporation	04/25/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
NewMarket Corporation	04/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Newmont Corporation	04/24/2024	Management	1	Elect Director Philip Aiken	For	For	For	For	WITHHOLD votes for Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/24/2024	Management	2	Elect Director Gregory H. Boyce	For	For	For	For	WITHHOLD votes for Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/24/2024	Management	3	Elect Director Bruce R. Brook	For	For	Withhold	Withhold	WITHHOLD votes for Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/24/2024	Management	4	Elect Director Maura J. Clark	For	For	For	For	WITHHOLD votes for Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/24/2024	Management	5	Elect Director Emma FitzGerald	For	For	For	For	WITHHOLD votes for Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/24/2024	Management	6	Elect Director Sally-Anne Layman	For	For	For	For	WITHHOLD votes for Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/24/2024	Management	7	Elect Director Jose Manuel Madero	For	For	For	For	WITHHOLD votes for Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/24/2024	Management	8	Elect Director Rene Medori	For	For	For	For	WITHHOLD votes for Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/24/2024	Management	9	Elect Director Jane Nelson	For	For	Withhold	Withhold	WITHHOLD votes for Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Newmont Corporation	04/24/2024	Management	10	Elect Director Thomas R. Palmer	For	For	For	For	WITHHOLD votes for Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/24/2024	Management	11	Elect Director Julio M. Quintana	For	For	For	For	WITHHOLD votes for Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/24/2024	Management	12	Elect Director Susan N. Story	For	For	For	For	WITHHOLD votes for Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/24/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Newmont Corporation	04/24/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NextEra Energy, Inc.	05/23/2024	Management	1	Elect Director Nicole S. Arnaboldi	For	For	For	For	Votes AGAINST James Camaren are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/23/2024	Management	2	Elect Director James L. Camaren	For	For	Against	Against	Votes AGAINST James Camaren are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/23/2024	Management	3	Elect Director Naren K. Gursahaney	For	For	For	For	Votes AGAINST James Camaren are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/23/2024	Management	4	Elect Director Kirk S. Hachigian	For	For	For	For	Votes AGAINST James Camaren are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/23/2024	Management	5	Elect Director Maria G. Henry	For	For	For	For	Votes AGAINST James Camaren are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/23/2024	Management	6	Elect Director John W. Ketchum	For	For	For	For	Votes AGAINST James Camaren are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/23/2024	Management	7	Elect Director Amy B. Lane	For	For	For	For	Votes AGAINST James Camaren are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/23/2024	Management	8	Elect Director David L. Porges	For	For	For	For	Votes AGAINST James Camaren are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/23/2024	Management	9	Elect Director Deborah L. "Dev" Stahlkopf	For	For	For	For	Votes AGAINST James Camaren are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NextEra Energy, Inc.	05/23/2024	Management	10	Elect Director John A. Stall	For	For	For	For	Votes AGAINST James Camaren are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/23/2024	Management	11	Elect Director Darryl L. Wilson	For	For	For	For	Votes AGAINST James Camaren are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/23/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NextEra Energy, Inc.	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
NextEra Energy, Inc.	05/23/2024	Shareholder	14	Disclose Board Skills and Diversity Matrix	Against	For	For	For	A vote FOR this resolution is warranted. A board matrix including racial and gender diversity would enhance transparency and would provide shareholders with a better tool to assess the quality of NextEra's board and to evaluate its director nominees. A growing number of large companies are also providing a matrix indicating the diversity of their boards.
NextEra Energy, Inc.	05/23/2024	Shareholder	15	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted. Additional disclosure around the company's framework for identifying alignments and its approach to addressing misalignments would allow shareholders to better evaluate the company's lobbying efforts and align it with best practices that have been undertaken by some of its peers and is unlikely to be unduly burdensome for the company.
NiSource Inc.	05/13/2024	Management	1	Elect Director Peter A. Altabef	For	For	For	For	A vote FOR all director nominees is warranted.
NiSource Inc.	05/13/2024	Management	2	Elect Director Sondra L. Barbour	For	For	For	For	A vote FOR all director nominees is warranted.
NiSource Inc.	05/13/2024	Management	3	Elect Director Theodore H. Bunting, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
NiSource Inc.	05/13/2024	Management	4	Elect Director Eric L. Butler	For	For	For	For	A vote FOR all director nominees is warranted.
NiSource Inc.	05/13/2024	Management	5	Elect Director Deborah A. Henretta	For	For	For	For	A vote FOR all director nominees is warranted.
NiSource Inc.	05/13/2024	Management	6	Elect Director Deborah A. P. Hersman	For	For	For	For	A vote FOR all director nominees is warranted.
NiSource Inc.	05/13/2024	Management	7	Elect Director Michael E. Jesanis	For	For	For	For	A vote FOR all director nominees is warranted.
NiSource Inc.	05/13/2024	Management	8	Elect Director William D. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
NiSource Inc.	05/13/2024	Management	9	Elect Director Kevin T. Kabat	For	For	For	For	A vote FOR all director nominees is warranted.
NiSource Inc.	05/13/2024	Management	10	Elect Director Cassandra S. Lee	For	For	For	For	A vote FOR all director nominees is warranted.
NiSource Inc.	05/13/2024	Management	11	Elect Director John McAvoy	For	For	For	For	A vote FOR all director nominees is warranted.
NiSource Inc.	05/13/2024	Management	12	Elect Director Lloyd M. Yates	For	For	For	For	A vote FOR all director nominees is warranted.
NiSource Inc.	05/13/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
NiSource Inc.	05/13/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NiSource Inc.	05/13/2024	Management	15	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NiSource Inc.	05/13/2024	Shareholder	16	Amend Bylaw regarding Stockholder Approval of Director Compensation	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the proponent has not raised a compelling argument for adopting a novel and potentially disruptive binding bylaw amendment pertaining to director compensation. Furthermore, in the absence of director pay magnitude and structure concerns, this proposal seeks a requirement that is considered overly prescriptive.
NNN REIT, Inc.	05/15/2024	Management	1	Elect Director Pamela K. M. Beall	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NNN REIT, Inc.	05/15/2024	Management	2	Elect Director Steven D. Cosler	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NNN REIT, Inc.	05/15/2024	Management	3	Elect Director David M. Fick	For	For	Against	Against	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NNN REIT, Inc.	05/15/2024	Management	4	Elect Director Edward J. Fritsch	For	For	Against	Against	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NNN REIT, Inc.	05/15/2024	Management	5	Elect Director Elizabeth C. Gulacsy	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NNN REIT, Inc.	05/15/2024	Management	6	Elect Director Kevin B. Habicht	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NNN REIT, Inc.	05/15/2024	Management	7	Elect Director Betsy D. Holden	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NNN REIT, Inc.	05/15/2024	Management	8	Elect Director Stephen A. Horn, Jr.	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NNN REIT, Inc.	05/15/2024	Management	9	Elect Director Kamau O. Witherspoon	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NNN REIT, Inc.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NNN REIT, Inc.	05/15/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nordson Corporation	03/05/2024	Management	1	Elect Director Frank M. Jaehnert	For	For	Withhold	Withhold	WITHHOLD votes for Frank Jaehnert are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nordson Corporation	03/05/2024	Management	2	Elect Director Ginger M. Jones	For	For	For	For	WITHHOLD votes for Frank Jaehnert are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nordson Corporation	03/05/2024	Management	3	Elect Director Christopher L. Mapes	For	For	For	For	WITHHOLD votes for Frank Jaehnert are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nordson Corporation	03/05/2024	Management	4	Elect Director Milton M. Morris	For	For	For	For	WITHHOLD votes for Frank Jaehnert are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nordson Corporation	03/05/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nordson Corporation	03/05/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Norfolk Southern Corporation	05/09/2024	Management	3	Elect Management Nominee Director Richard H. Anderson	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Management	4	Elect Management Nominee Director Philip S. Davidson	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Management	5	Elect Management Nominee Director Francesca A. DeBiase	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Management	6	Elect Management Nominee Director Marcela E. Donadio	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Management	7	Elect Management Nominee Director Mary Kathryn "Heidi" Heitkamp	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Management	8	Elect Management Nominee Director John C. Huffard, Jr.	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Management	9	Elect Management Nominee Director Christopher T. Jones	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Management	10	Elect Management Nominee Director Thomas C. Kelleher	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Management	11	Elect Management Nominee Director Amy E. Miles	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Management	12	Elect Management Nominee Director Claude Mongeau	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Management	13	Elect Management Nominee Director Jennifer F. Scanlon	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Norfolk Southern Corporation	05/09/2024	Management	14	Elect Management Nominee Director Alan H. Shaw	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Management	15	Elect Management Nominee Director John R. Thompson	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Shareholder	16	Elect Dissident Nominee Director Betsy Atkins	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Shareholder	17	Elect Dissident Nominee Director James Barber, Jr.	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Shareholder	18	Elect Dissident Nominee Director William Clyburn, Jr.	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Shareholder	19	Elect Dissident Nominee Director Sameh Fahmy	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Shareholder	20	Elect Dissident Nominee Director John Kasich	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Shareholder	21	Elect Dissident Nominee Director Gilbert Lamphere	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Shareholder	22	Elect Dissident Nominee Director Allison Landry	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Management	23	Ratify KPMG LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Management	24	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Shareholder	25	Report on Lobbying Payments and Policy	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Shareholder	26	Repeal Any Bylaw Provisions Without Shareholder Approval Subsequent to July 25, 2023	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Norfolk Southern Corporation	05/09/2024	Shareholder	29	Elect Dissident Nominee Director Betsy Atkins	For	Withhold	For	For	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Norfolk Southern Corporation	05/09/2024	Shareholder	30	Elect Dissident Nominee Director James Barber, Jr.	For	Withhold	For	For	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.
Norfolk Southern Corporation	05/09/2024	Shareholder	31	Elect Dissident Nominee Director William Clyburn, Jr.	For	For	For	For	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Norfolk Southern Corporation	05/09/2024	Shareholder	32	Elect Dissident Nominee Director Sameh Fahmy	For	For	For	For	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.
Norfolk Southern Corporation	05/09/2024	Shareholder	33	Elect Dissident Nominee Director John Kasich	For	For	For	For	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Norfolk Southern Corporation	05/09/2024	Shareholder	34	Elect Dissident Nominee Director Gilbert Lamphere	For	For	For	For	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.
Norfolk Southern Corporation	05/09/2024	Shareholder	35	Elect Dissident Nominee Director Allison Landry	For	For	For	For	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Norfolk Southern Corporation	05/09/2024	Management	36	Elect Management Nominee Director Mary Kathryn "Heidi" Heitkamp	Withhold	Withhold	Withhold	Withhold	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.
Norfolk Southern Corporation	05/09/2024	Management	37	Elect Management Nominee Director John C. Huffard, Jr.	Withhold	For	Withhold	Withhold	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Norfolk Southern Corporation	05/09/2024	Management	38	Elect Management Nominee Director Claude Mongeau	Withhold	For	Withhold	Withhold	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongeau, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.
Norfolk Southern Corporation	05/09/2024	Management	39	Elect Management Nominee Director Amy E. Miles	Withhold	Withhold	Withhold	Withhold	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongeau, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Norfolk Southern Corporation	05/09/2024	Management	40	Elect Management Nominee Director Jennifer F. Scanlon	Withhold	Withhold	Withhold	Withhold	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.
Norfolk Southern Corporation	05/09/2024	Management	41	Elect Management Nominee Director Alan H. Shaw	Withhold	For	Withhold	Withhold	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Norfolk Southern Corporation	05/09/2024	Management	42	Elect Management Nominee Director John R. Thompson	Withhold	Withhold	Withhold	Withhold	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.
Norfolk Southern Corporation	05/09/2024	Management	43	Elect Management Nominee Director Richard H. Anderson	None	For	For	For	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Norfolk Southern Corporation	05/09/2024	Management	44	Elect Management Nominee Director Philip S. Davidson	None	For	For	For	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.
Norfolk Southern Corporation	05/09/2024	Management	45	Elect Management Nominee Director Francesca A. DeBiase	None	For	For	For	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Norfolk Southern Corporation	05/09/2024	Management	46	Elect Management Nominee Director Marcela E. Donadio	None	For	For	For	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.
Norfolk Southern Corporation	05/09/2024	Management	47	Elect Management Nominee Director Christopher T. Jones	None	For	For	For	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Norfolk Southern Corporation	05/09/2024	Management	48	Elect Management Nominee Director Thomas C. Kelleher	None	Withhold	Withhold	Withhold	The dissident has presented a compelling case for substantial board change, and the underlying concerns rise to a level suggesting that a change in board control is immediately required. As such, votes FOR dissident nominees Betsy Atkins, James Barber, Jr., William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry are warranted. Votes FOR management nominees Richard Anderson, Philip Davidson, Francesca DeBiase, Marcela Donadio, and Christopher Jones are also warranted. WITHHOLD votes are considered warranted for management nominees Mary Katherine "Heidi" Heitkamp, John Huffard, Jr., Claude Mongaeu, Amy Miles, Jennifer Scanlon, Alan Shaw, John Thompson, and Thomas Kelleher given the concerns regarding the company's human capital mismanagement, handling of the aftermath of the East Palestine derailment, and continued TSR underperformance compared to the company's peers.
Norfolk Southern Corporation	05/09/2024	Management	49	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Norfolk Southern Corporation	05/09/2024	Management	50	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Against	Against	Against	The CEO pay ratio exceeds 100. While pay and performance were reasonably aligned for the year in review, concerns are raised regarding the committee's decision to increase the vesting of closing cycle PSUs by excluding costs associated with the derailment in East Palestine. While the committee provided rationale explaining their decision, many investors view the adjustment of closing cycle PSUs to be a problematic practice. In light of this problematic decision, a vote AGAINST this proposal is warranted.
Norfolk Southern Corporation	05/09/2024	Shareholder	51	Report on Lobbying Payments and Policy	None	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would allow shareholders to better assess the risks and benefits associated with the company's participation in the public policy process.
Norfolk Southern Corporation	05/09/2024	Management	52	Repeal Any Bylaw Provisions Without Shareholder Approval Subsequent to July 25, 2023	For	For	For	For	A vote FOR this proposal is warranted given support for the underlying dissident case for change, and the fact that there seems to be little downside risk to shareholders in approving this specific request.
Northern Trust Corporation	04/16/2024	Management	1	Elect Director Linda Walker Bynoe	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Northern Trust Corporation	04/16/2024	Management	2	Elect Director Susan Crown	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/16/2024	Management	3	Elect Director Dean M. Harrison	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/16/2024	Management	4	Elect Director Jay L. Henderson	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/16/2024	Management	5	Elect Director Marcy S. Klevorn	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/16/2024	Management	6	Elect Director Siddharth N. "Bobby" Mehta	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Northern Trust Corporation	04/16/2024	Management	7	Elect Director Michael G. O'Grady	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/16/2024	Management	8	Elect Director Martin P. Slark	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/16/2024	Management	9	Elect Director David H. B. Smith, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/16/2024	Management	10	Elect Director Donald Thompson	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/16/2024	Management	11	Elect Director Charles A. Tribbett, III	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Northern Trust Corporation	04/16/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Northern Trust Corporation	04/16/2024	Shareholder	14	Report on Risks of Misaligning Proxy Votes with Client Preferences	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information regarding the potential risks of misalignment between the company's proxy voting and its clients' values and preferences and the steps the company is taking to address such concerns would further complement the company's commitments. In addition, the report would help ensure stronger alignment between the company's policies especially with regards to ESG topics and would also enable shareholders to better understand how the company is managing related risks and assess the effectiveness of the company's related efforts.
Northrop Grumman Corporation	05/15/2024	Management	1	Elect Director Kathy J. Warden	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead, and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/15/2024	Management	2	Elect Director David P. Abney	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead, and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/15/2024	Management	3	Elect Director Marianne C. Brown	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead, and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/15/2024	Management	4	Elect Director Ann M. Fudge	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead, and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/15/2024	Management	5	Elect Director Madeleine A. Kleiner	For	For	Against	Against	Votes AGAINST Madeleine Kleiner, Gary Roughead, and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/15/2024	Management	6	Elect Director Arvind Krishna	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead, and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/15/2024	Management	7	Elect Director Graham N. Robinson	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead, and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/15/2024	Management	8	Elect Director Kimberly A. Ross	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead, and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Northrop Grumman Corporation	05/15/2024	Management	9	Elect Director Gary Roughead	For	For	Against	Against	Votes AGAINST Madeleine Kleiner, Gary Roughead, and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/15/2024	Management	10	Elect Director Thomas M. Schoewe	For	For	Against	Against	Votes AGAINST Madeleine Kleiner, Gary Roughead, and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/15/2024	Management	11	Elect Director James S. Turley	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead, and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/15/2024	Management	12	Elect Director Mark A. Welsh, III	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead, and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/15/2024	Management	13	Elect Director Mary A. Winston	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead, and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/15/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Northrop Grumman Corporation	05/15/2024	Management	15	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Northrop Grumman Corporation	05/15/2024	Management	16	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Northrop Grumman Corporation	05/15/2024	Management	17	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Northrop Grumman Corporation	05/15/2024	Shareholder	18	Report on Congruency of Political Spending with Company Stated Values on Human Rights	Against	Against	For	For	A vote FOR this proposal is warranted, as a report on the company's congruence of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Northrop Grumman Corporation	05/15/2024	Shareholder	19	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Norwegian Cruise Line Holdings Ltd.	06/13/2024	Management	1	Elect Director Stella David	For	For	For	For	A vote FOR the director nominees is warranted.
Norwegian Cruise Line Holdings Ltd.	06/13/2024	Management	2	Elect Director Mary E. Landry	For	For	For	For	A vote FOR the director nominees is warranted.
Norwegian Cruise Line Holdings Ltd.	06/13/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Norwegian Cruise Line Holdings Ltd.	06/13/2024	Management	4	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Norwegian Cruise Line Holdings Ltd.	06/13/2024	Management	5	Approve PricewaterhouseCoopers LLP Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NOV Inc.	05/15/2024	Management	1	Elect Director Clay C. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	2	Elect Director Greg L. Armstrong	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	3	Elect Director Marcela E. Donadio	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NOV Inc.	05/15/2024	Management	4	Elect Director Ben A. Guill	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	5	Elect Director David D. Harrison	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	6	Elect Director Patricia Martinez	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	7	Elect Director Eric L. Mattson	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	8	Elect Director Patricia B. Melcher	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	9	Elect Director William R. Thomas	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NOV Inc.	05/15/2024	Management	10	Elect Director Robert S. Welborn	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/15/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NOV Inc.	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
NovoCure Limited	06/05/2024	Management	1	Elect Director Asaf Danziger	For	For	For	For	Votes AGAINST William (Tony) Vernon and Kinyip Gabriel (Gabe) Leung are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NovoCure Limited	06/05/2024	Management	2	Elect Director William Doyle	For	For	For	For	Votes AGAINST William (Tony) Vernon and Kinyip Gabriel (Gabe) Leung are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NovoCure Limited	06/05/2024	Management	3	Elect Director Jeryl Hilleman	For	For	For	For	Votes AGAINST William (Tony) Vernon and Kinyip Gabriel (Gabe) Leung are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NovoCure Limited	06/05/2024	Management	4	Elect Director David Hung	For	For	For	For	Votes AGAINST William (Tony) Vernon and Kinyip Gabriel (Gabe) Leung are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NovoCure Limited	06/05/2024	Management	5	Elect Director Kinyip Gabriel Leung	For	For	Against	Against	Votes AGAINST William (Tony) Vernon and Kinyip Gabriel (Gabe) Leung are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NovoCure Limited	06/05/2024	Management	6	Elect Director Martin Madden	For	For	For	For	Votes AGAINST William (Tony) Vernon and Kinyip Gabriel (Gabe) Leung are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NovoCure Limited	06/05/2024	Management	7	Elect Director Allyson Ocean	For	For	For	For	Votes AGAINST William (Tony) Vernon and Kinyip Gabriel (Gabe) Leung are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NovoCure Limited	06/05/2024	Management	8	Elect Director Timothy Scannell	For	For	For	For	Votes AGAINST William (Tony) Vernon and Kinyip Gabriel (Gabe) Leung are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NovoCure Limited	06/05/2024	Management	9	Elect Director Kristin Stafford	For	For	For	For	Votes AGAINST William (Tony) Vernon and Kinyip Gabriel (Gabe) Leung are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NovoCure Limited	06/05/2024	Management	10	Elect Director William Vernon	For	For	Against	Against	Votes AGAINST William (Tony) Vernon and Kinyip Gabriel (Gabe) Leung are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NovoCure Limited	06/05/2024	Management	11	Ratify Kost Forer Gabbay & Kasierer as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NovoCure Limited	06/05/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
NovoCure Limited	06/05/2024	Management	13	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 21.90 percent is excessive.
NovoCure Limited	06/05/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NRG Energy, Inc.	04/25/2024	Management	1	Elect Director E. Spencer Abraham	For	For	Against	Against	Votes AGAINST Anne Schaumburg, E. Spencer Abraham and Paul Hobby are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/25/2024	Management	2	Elect Director Antonio Carrillo	For	For	For	For	Votes AGAINST Anne Schaumburg, E. Spencer Abraham and Paul Hobby are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/25/2024	Management	3	Elect Director Matthew Carter, Jr.	For	For	For	For	Votes AGAINST Anne Schaumburg, E. Spencer Abraham and Paul Hobby are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/25/2024	Management	4	Elect Director Lawrence S. Coben	For	For	For	For	Votes AGAINST Anne Schaumburg, E. Spencer Abraham and Paul Hobby are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/25/2024	Management	5	Elect Director Heather Cox	For	For	For	For	Votes AGAINST Anne Schaumburg, E. Spencer Abraham and Paul Hobby are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/25/2024	Management	6	Elect Director Elisabeth B. Donohue	For	For	For	For	Votes AGAINST Anne Schaumburg, E. Spencer Abraham and Paul Hobby are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NRG Energy, Inc.	04/25/2024	Management	7	Elect Director Marwan Fawaz	For	For	For	For	Votes AGAINST Anne Schaumburg, E. Spencer Abraham and Paul Hobby are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/25/2024	Management	8	Elect Director Kevin T. Howell	For	For	For	For	Votes AGAINST Anne Schaumburg, E. Spencer Abraham and Paul Hobby are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/25/2024	Management	9	Elect Director Paul W. Hobby	For	For	Against	Against	Votes AGAINST Anne Schaumburg, E. Spencer Abraham and Paul Hobby are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/25/2024	Management	10	Elect Director Alex Pourbaix	For	For	For	For	Votes AGAINST Anne Schaumburg, E. Spencer Abraham and Paul Hobby are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/25/2024	Management	11	Elect Director Alexandra Pruner	For	For	For	For	Votes AGAINST Anne Schaumburg, E. Spencer Abraham and Paul Hobby are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/25/2024	Management	12	Elect Director Anne C. Schaumburg	For	For	Against	Against	Votes AGAINST Anne Schaumburg, E. Spencer Abraham and Paul Hobby are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/25/2024	Management	13	Elect Director Marcie C. Zlotnik	For	For	For	For	Votes AGAINST Anne Schaumburg, E. Spencer Abraham and Paul Hobby are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.A vote AGAINST this proposal is warranted. While pay and performance were reasonably aligned for the year in review, concerns are raised regarding problematic pay practices in an NEO's employment agreement. NEO Patel's employment agreement, which NRG assumed upon the acquisition of Vivint, provides for a guaranteed annual cash bonus and Patel may resign for any reason at the second anniversary of the acquisition and receive severance and equity acceleration. Further, investors are also advised to monitor the interim CEO's compensation, following the FY23 significant, entirely time-based, equity award.
NRG Energy, Inc.	04/25/2024	Management	15	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Nucor Corporation	05/09/2024	Management	1	Elect Director Norma B. Clayton	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/09/2024	Management	2	Elect Director Patrick J. Dempsey	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/09/2024	Management	3	Elect Director Nicholas C. Gangestad	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/09/2024	Management	4	Elect Director Christopher J. Kearney	For	For	Withhold	Withhold	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/09/2024	Management	5	Elect Director Laurette T. Koellner	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/09/2024	Management	6	Elect Director Michael W. Lamach	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/09/2024	Management	7	Elect Director Leon J. Topalian	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/09/2024	Management	8	Elect Director Nadja Y. West	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/09/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nucor Corporation	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
nVent Electric plc	05/17/2024	Management	1	Elect Director Sherry A. Aaholm	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric plc	05/17/2024	Management	2	Elect Director Jerry W. Burris	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric plc	05/17/2024	Management	3	Elect Director Susan M. Cameron	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric plc	05/17/2024	Management	4	Elect Director Michael L. Ducker	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric plc	05/17/2024	Management	5	Elect Director Danita K. Ostling	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric plc	05/17/2024	Management	6	Elect Director Nicola Palmer	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric plc	05/17/2024	Management	7	Elect Director Herbert K. Parker	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric plc	05/17/2024	Management	8	Elect Director Greg Scheu	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric plc	05/17/2024	Management	9	Elect Director Beth A. Wozniak	For	For	For	For	A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
nVent Electric plc	05/17/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
nVent Electric plc	05/17/2024	Management	11	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
nVent Electric plc	05/17/2024	Management	12	Authorize Board to Issue of Shares under Irish Law	For	For	Against	Against	A vote AGAINST these resolutions is warranted as the proposed amount is not within recommended limits.
nVent Electric plc	05/17/2024	Management	13	Authorize the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights Under Irish Law	For	For	Against	Against	A vote AGAINST these resolutions is warranted as the proposed amount is not within recommended limits.
nVent Electric plc	05/17/2024	Management	14	Authorize Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
NVIDIA Corporation	06/26/2024	Management	1	Elect Director Robert K. Burgess	For	For	Against	Against	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/26/2024	Management	2	Elect Director Tench Coxe	For	For	Against	Against	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/26/2024	Management	3	Elect Director John O. Dabiri	For	For	For	For	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/26/2024	Management	4	Elect Director Persis S. Drell	For	For	For	For	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NVIDIA Corporation	06/26/2024	Management	5	Elect Director Jen-Hsun Huang	For	For	Against	Against	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/26/2024	Management	6	Elect Director Dawn Hudson	For	For	For	For	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/26/2024	Management	7	Elect Director Harvey C. Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/26/2024	Management	8	Elect Director Melissa B. Lora	For	For	For	For	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/26/2024	Management	9	Elect Director Stephen C. Neal	For	For	For	For	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NVIDIA Corporation	06/26/2024	Management	10	Elect Director A. Brooke Seawell	For	For	Against	Against	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/26/2024	Management	11	Elect Director Aarti Shah	For	For	For	For	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/26/2024	Management	12	Elect Director Mark A. Stevens	For	For	Against	Against	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxe, Harvey Jones, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive security-related perquisite to the CEO.
NVIDIA Corporation	06/26/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NVIDIA Corporation	06/26/2024	Shareholder	15	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirements would enhance shareholder rights.
NVR, Inc.	05/07/2024	Management	1	Elect Director Paul C. Saville	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NVR, Inc.	05/07/2024	Management	2	Elect Director C. E. Andrews	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/07/2024	Management	3	Elect Director Sallie B. Bailey	For	For	For	For	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/07/2024	Management	4	Elect Director Thomas D. Eckert	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/07/2024	Management	5	Elect Director Alfred E. Festa	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/07/2024	Management	6	Elect Director Alexandra A. Jung	For	For	For	For	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NVR, Inc.	05/07/2024	Management	7	Elect Director Mel Martinez	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/07/2024	Management	8	Elect Director David A. Preiser	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/07/2024	Management	9	Elect Director W. Grady Rosier	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/07/2024	Management	10	Elect Director Susan Williamson Ross	For	For	For	For	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, Melquiades (Mel) Martinez, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/07/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NVR, Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
NVR, Inc.	05/07/2024	Shareholder	13	Report on Effectiveness of Diversity, Equity and Inclusion Efforts and Metrics	Against	For	For	For	A vote FOR this resolution is warranted, as reporting quantitative and comparable diversity statistics would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NVR, Inc.	05/07/2024	Shareholder	14	Report on Political Contributions	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of any related risks and benefits.
Occidental Petroleum Corporation	05/02/2024	Management	1	Elect Director Vicky A. Bailey	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/02/2024	Management	2	Elect Director Andrew F. Gould	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/02/2024	Management	3	Elect Director Carlos M. Gutierrez	For	For	Against	Against	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/02/2024	Management	4	Elect Director Vicki Hollub	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/02/2024	Management	5	Elect Director William R. Klesse	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/02/2024	Management	6	Elect Director Jack B. Moore	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/02/2024	Management	7	Elect Director Claire O'Neill	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/02/2024	Management	8	Elect Director Avedick B. Poladian	For	For	Against	Against	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/02/2024	Management	9	Elect Director Kenneth B. Robinson	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Occidental Petroleum Corporation	05/02/2024	Management	10	Elect Director Robert M. Shearer	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Occidental Petroleum Corporation	05/02/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Occidental Petroleum Corporation	05/02/2024	Shareholder	13	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.
OGE Energy Corp.	05/16/2024	Management	1	Elect Director Frank A. Bozich	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	2	Elect Director Peter D. Clarke	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	3	Elect Director Cathy R. Gates	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	4	Elect Director David L. Hauser	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	5	Elect Director Luther (Luke) C. Kissam, IV	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	6	Elect Director Judy R. McReynolds	For	For	Against	Against	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	7	Elect Director David E. Rainbolt	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	8	Elect Director J. Michael Sanner	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	9	Elect Director Sheila G. Talton	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	10	Elect Director Sean Trauschke	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/16/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OGE Energy Corp.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
OGE Energy Corp.	05/16/2024	Shareholder	13	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement enhances shareholder rights.
Okta, Inc.	06/20/2024	Management	1	Elect Director Emilie Choi	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Michael (Mike) Stankey given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure with disparate voting rights, each of which adversely impacts shareholder rights. A vote FOR Emilie Choi and Todd McKinnon is warranted.
Okta, Inc.	06/20/2024	Management	2	Elect Director Todd McKinnon	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Michael (Mike) Stankey given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure with disparate voting rights, each of which adversely impacts shareholder rights. A vote FOR Emilie Choi and Todd McKinnon is warranted.
Okta, Inc.	06/20/2024	Management	3	Elect Director Michael Stankey	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Michael (Mike) Stankey given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure with disparate voting rights, each of which adversely impacts shareholder rights. A vote FOR Emilie Choi and Todd McKinnon is warranted.
Okta, Inc.	06/20/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Okta, Inc.	06/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Old Dominion Freight Line, Inc.	05/15/2024	Management	1	Elect Director Sherry A. Aaholm	For	For	For	For	WITHHOLD votes for non-independent nominees David Congdon, Kevin Freeman, Leo Suggs, John Congdon Jr., Greg Gantt and John Kasarda are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs and John Kasarda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/15/2024	Management	2	Elect Director David S. Congdon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Congdon, Kevin Freeman, Leo Suggs, John Congdon Jr., Greg Gantt and John Kasarda are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs and John Kasarda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Old Dominion Freight Line, Inc.	05/15/2024	Management	3	Elect Director John R. Congdon, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Congdon, Kevin Freeman, Leo Suggs, John Congdon Jr., Greg Gantt and John Kasarda are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs and John Kasarda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/15/2024	Management	4	Elect Director Andrew S. Davis	For	For	For	For	WITHHOLD votes for non-independent nominees David Congdon, Kevin Freeman, Leo Suggs, John Congdon Jr., Greg Gantt and John Kasarda are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs and John Kasarda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/15/2024	Management	5	Elect Director Kevin M. Freeman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Congdon, Kevin Freeman, Leo Suggs, John Congdon Jr., Greg Gantt and John Kasarda are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs and John Kasarda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/15/2024	Management	6	Elect Director Bradley R. Gabosch	For	For	For	For	WITHHOLD votes for non-independent nominees David Congdon, Kevin Freeman, Leo Suggs, John Congdon Jr., Greg Gantt and John Kasarda are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs and John Kasarda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/15/2024	Management	7	Elect Director Greg C. Gantt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Congdon, Kevin Freeman, Leo Suggs, John Congdon Jr., Greg Gantt and John Kasarda are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs and John Kasarda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/15/2024	Management	8	Elect Director John D. Kasarda	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Congdon, Kevin Freeman, Leo Suggs, John Congdon Jr., Greg Gantt and John Kasarda are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs and John Kasarda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Old Dominion Freight Line, Inc.	05/15/2024	Management	9	Elect Director Cheryl S. Miller	For	For	For	For	WITHHOLD votes for non-independent nominees David Congdon, Kevin Freeman, Leo Suggs, John Congdon Jr., Greg Gantt and John Kasarda are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs and John Kasarda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/15/2024	Management	10	Elect Director Wendy T. Stallings	For	For	For	For	WITHHOLD votes for non-independent nominees David Congdon, Kevin Freeman, Leo Suggs, John Congdon Jr., Greg Gantt and John Kasarda are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs and John Kasarda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/15/2024	Management	11	Elect Director Thomas A. Stith, III	For	For	For	For	WITHHOLD votes for non-independent nominees David Congdon, Kevin Freeman, Leo Suggs, John Congdon Jr., Greg Gantt and John Kasarda are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs and John Kasarda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/15/2024	Management	12	Elect Director Leo H. Suggs	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Congdon, Kevin Freeman, Leo Suggs, John Congdon Jr., Greg Gantt and John Kasarda are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs and John Kasarda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Old Dominion Freight Line, Inc.	05/15/2024	Management	14	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable.
Old Dominion Freight Line, Inc.	05/15/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Old Dominion Freight Line, Inc.	05/15/2024	Shareholder	16	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted. While the company's sustainability efforts are noted, it is somewhat difficult to assess the company's strategy in reducing GHG emissions given the lack of quantifiable targets or a disclosed climate transition plan. Adopting both could better position the company to address regulatory requirements and changes in consumer sentiment. In addition, the requested proposal would provide shareholders greater transparency around the company's efforts and strategies to address climate-related risks.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Old Republic International Corporation	05/23/2024	Management	1	Elect Director Michael D. Kennedy	For	For	For	For	Votes AGAINST Steven Walker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/23/2024	Management	2	Elect Director Spencer LeRoy, III	For	For	For	For	Votes AGAINST Steven Walker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/23/2024	Management	3	Elect Director Peter B. McNitt	For	For	For	For	Votes AGAINST Steven Walker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/23/2024	Management	4	Elect Director J. Eric Smith	For	For	For	For	Votes AGAINST Steven Walker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/23/2024	Management	5	Elect Director Steven R. Walker	For	For	Against	Against	Votes AGAINST Steven Walker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/23/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Old Republic International Corporation	05/23/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	1	Elect Director Alissa Ahlman	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	2	Elect Director Mary Baglivo	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	3	Elect Director Robert Fisch	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	4	Elect Director Stanley Fleishman	For	For	Against	Against	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	5	Elect Director Thomas Hendrickson	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	6	Elect Director Abid Rizvi	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	7	Elect Director John Swygert	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	8	Elect Director Stephen White	For	For	For	For	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	9	Elect Director Richard Zannino	For	For	Against	Against	Votes AGAINST Richard (Rich) Zannino and Stanley Fleishman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	11	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Omega Healthcare Investors, Inc.	06/07/2024	Management	1	Elect Director Kapila K. Anand	For	For	For	For	Votes AGAINST non-independent nominees Craig Callen, C. Taylor Pickett, Barbara Hill and Stephen Plavin are warranted for lack of a majority independent board. Votes AGAINST Craig Callen, Barbara Hill and Stephen Plavin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omega Healthcare Investors, Inc.	06/07/2024	Management	2	Elect Director Craig R. Callen	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Callen, C. Taylor Pickett, Barbara Hill and Stephen Plavin are warranted for lack of a majority independent board. Votes AGAINST Craig Callen, Barbara Hill and Stephen Plavin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omega Healthcare Investors, Inc.	06/07/2024	Management	3	Elect Director Lisa C. Egbunu-Davis	For	For	For	For	Votes AGAINST non-independent nominees Craig Callen, C. Taylor Pickett, Barbara Hill and Stephen Plavin are warranted for lack of a majority independent board. Votes AGAINST Craig Callen, Barbara Hill and Stephen Plavin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Omega Healthcare Investors, Inc.	06/07/2024	Management	4	Elect Director Barbara B. Hill	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Callen, C. Taylor Pickett, Barbara Hill and Stephen Plavin are warranted for lack of a majority independent board. Votes AGAINST Craig Callen, Barbara Hill and Stephen Plavin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omega Healthcare Investors, Inc.	06/07/2024	Management	5	Elect Director Kevin J. Jacobs	For	For	For	For	Votes AGAINST non-independent nominees Craig Callen, C. Taylor Pickett, Barbara Hill and Stephen Plavin are warranted for lack of a majority independent board. Votes AGAINST Craig Callen, Barbara Hill and Stephen Plavin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omega Healthcare Investors, Inc.	06/07/2024	Management	6	Elect Director C. Taylor Pickett	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Callen, C. Taylor Pickett, Barbara Hill and Stephen Plavin are warranted for lack of a majority independent board. Votes AGAINST Craig Callen, Barbara Hill and Stephen Plavin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omega Healthcare Investors, Inc.	06/07/2024	Management	7	Elect Director Stephen D. Plavin	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Callen, C. Taylor Pickett, Barbara Hill and Stephen Plavin are warranted for lack of a majority independent board. Votes AGAINST Craig Callen, Barbara Hill and Stephen Plavin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omega Healthcare Investors, Inc.	06/07/2024	Management	8	Elect Director Burke W. Whitman	For	For	For	For	Votes AGAINST non-independent nominees Craig Callen, C. Taylor Pickett, Barbara Hill and Stephen Plavin are warranted for lack of a majority independent board. Votes AGAINST Craig Callen, Barbara Hill and Stephen Plavin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omega Healthcare Investors, Inc.	06/07/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Omega Healthcare Investors, Inc.	06/07/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Omnicom Group Inc.	05/07/2024	Management	1	Elect Director John D. Wren	For	For	For	For	Votes AGAINST Mary Choksi, Leonard Coleman Jr. and Linda Rice are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Omnicom Group Inc.	05/07/2024	Management	2	Elect Director Mary C. Choksi	For	For	Against	Against	Votes AGAINST Mary Choksi, Leonard Coleman Jr. and Linda Rice are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omnicom Group Inc.	05/07/2024	Management	3	Elect Director Leonard S. Coleman, Jr.	For	For	Against	Against	Votes AGAINST Mary Choksi, Leonard Coleman Jr. and Linda Rice are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omnicom Group Inc.	05/07/2024	Management	4	Elect Director Mark D. Gerstein	For	For	For	For	Votes AGAINST Mary Choksi, Leonard Coleman Jr. and Linda Rice are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omnicom Group Inc.	05/07/2024	Management	5	Elect Director Ronnie S. Hawkins	For	For	For	For	Votes AGAINST Mary Choksi, Leonard Coleman Jr. and Linda Rice are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omnicom Group Inc.	05/07/2024	Management	6	Elect Director Deborah J. Kissire	For	For	For	For	Votes AGAINST Mary Choksi, Leonard Coleman Jr. and Linda Rice are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omnicom Group Inc.	05/07/2024	Management	7	Elect Director Gracia C. Martore	For	For	For	For	Votes AGAINST Mary Choksi, Leonard Coleman Jr. and Linda Rice are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omnicom Group Inc.	05/07/2024	Management	8	Elect Director Patricia Salas Pineda	For	For	For	For	Votes AGAINST Mary Choksi, Leonard Coleman Jr. and Linda Rice are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omnicom Group Inc.	05/07/2024	Management	9	Elect Director Linda Johnson Rice	For	For	Against	Against	Votes AGAINST Mary Choksi, Leonard Coleman Jr. and Linda Rice are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omnicom Group Inc.	05/07/2024	Management	10	Elect Director Cassandra Santos	For	For	For	For	Votes AGAINST Mary Choksi, Leonard Coleman Jr. and Linda Rice are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omnicom Group Inc.	05/07/2024	Management	11	Elect Director Valerie M. Williams	For	For	For	For	Votes AGAINST Mary Choksi, Leonard Coleman Jr. and Linda Rice are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Omnicom Group Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Omnicom Group Inc.	05/07/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ON Semiconductor Corporation	05/16/2024	Management	1	Elect Director Atsushi Abe	For	For	Against	Against	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/16/2024	Management	2	Elect Director Alan Campbell	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/16/2024	Management	3	Elect Director Susan K. Carter	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/16/2024	Management	4	Elect Director Thomas L. Deitrich	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/16/2024	Management	5	Elect Director Hassane El-Khoury	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/16/2024	Management	6	Elect Director Bruce E. Kiddoo	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/16/2024	Management	7	Elect Director Christina Lampe-Onnerud	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/16/2024	Management	8	Elect Director Paul A. Mascarenas	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/16/2024	Management	9	Elect Director Gregory L. Waters	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/16/2024	Management	10	Elect Director Christine Y. Yan	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
ON Semiconductor Corporation	05/16/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OneMain Holdings, Inc.	06/12/2024	Management	1	Elect Director Philip L. Bronner	For	Against	Against	Against	Votes AGAINST board members Douglas (Doug) Shulman, Philip Bronner, and Toos Daruvala are warranted, in the absence of a say-on-pay proposal and compensation committee members on ballot, due to an unmitigated pay-for-performance misalignment.
OneMain Holdings, Inc.	06/12/2024	Management	2	Elect Director Toos N. Daruvala	For	Against	Against	Against	Votes AGAINST board members Douglas (Doug) Shulman, Philip Bronner, and Toos Daruvala are warranted, in the absence of a say-on-pay proposal and compensation committee members on ballot, due to an unmitigated pay-for-performance misalignment.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
OneMain Holdings, Inc.	06/12/2024	Management	3	Elect Director Douglas H. Shulman	For	Against	Against	Against	Votes AGAINST board members Douglas (Doug) Shulman, Philip Bronner, and Toos Daruvala are warranted, in the absence of a say-on-pay proposal and compensation committee members on ballot, due to an unmitigated pay-for-performance misalignment.
OneMain Holdings, Inc.	06/12/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ONEOK, Inc.	05/22/2024	Management	1	Elect Director Brian L. Derksen	For	For	For	For	Votes AGAINST Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/22/2024	Management	2	Elect Director Julie H. Edwards	For	For	For	For	Votes AGAINST Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/22/2024	Management	3	Elect Director Lori A. Gobillot	For	For	For	For	Votes AGAINST Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/22/2024	Management	4	Elect Director Mark W. Helderman	For	For	For	For	Votes AGAINST Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/22/2024	Management	5	Elect Director Randall J. Larson	For	For	For	For	Votes AGAINST Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/22/2024	Management	6	Elect Director Pattye L. Moore	For	For	Against	Against	Votes AGAINST Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/22/2024	Management	7	Elect Director Pierce H. Norton, II	For	For	For	For	Votes AGAINST Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/22/2024	Management	8	Elect Director Eduardo A. Rodriguez	For	For	Against	Against	Votes AGAINST Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/22/2024	Management	9	Elect Director Gerald D. Smith	For	For	For	For	Votes AGAINST Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ONEOK, Inc.	05/22/2024	Management	10	Elect Director Wayne T. Smith	For	For	For	For	Votes AGAINST Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/22/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ONEOK, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
O'Reilly Automotive, Inc.	05/16/2024	Management	1	Elect Director Greg Henslee	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Thomas (Tom) Hendrickson, Gregory (Greg) Johnson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/16/2024	Management	2	Elect Director David O'Reilly	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Thomas (Tom) Hendrickson, Gregory (Greg) Johnson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/16/2024	Management	3	Elect Director Larry O'Reilly	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Thomas (Tom) Hendrickson, Gregory (Greg) Johnson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/16/2024	Management	4	Elect Director Gregory D. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Thomas (Tom) Hendrickson, Gregory (Greg) Johnson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
O'Reilly Automotive, Inc.	05/16/2024	Management	5	Elect Director Thomas T. Hendrickson	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Thomas (Tom) Hendrickson, Gregory (Greg) Johnson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/16/2024	Management	6	Elect Director John R. Murphy	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Thomas (Tom) Hendrickson, Gregory (Greg) Johnson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/16/2024	Management	7	Elect Director Dana M. Perlman	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Thomas (Tom) Hendrickson, Gregory (Greg) Johnson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/16/2024	Management	8	Elect Director Maria A. Sastre	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Thomas (Tom) Hendrickson, Gregory (Greg) Johnson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/16/2024	Management	9	Elect Director Andrea M. Weiss	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Thomas (Tom) Hendrickson, Gregory (Greg) Johnson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
O'Reilly Automotive, Inc.	05/16/2024	Management	10	Elect Director Fred Whitfield	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Thomas (Tom) Hendrickson, Gregory (Greg) Johnson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
O'Reilly Automotive, Inc.	05/16/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
O'Reilly Automotive, Inc.	05/16/2024	Shareholder	13	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Organon & Co.	06/04/2024	Management	1	Elect Director Kevin Ali	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/04/2024	Management	2	Elect Director Martha E. McGarry	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/04/2024	Management	3	Elect Director Philip Ozuah	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/04/2024	Management	4	Elect Director Shalini Sharp	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/04/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Organon & Co.	06/04/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Oshkosh Corporation	05/07/2024	Management	1	Elect Director Keith J. Allman	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	2	Elect Director Annette K. Clayton	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	3	Elect Director Douglas L. Davis	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	4	Elect Director Tyrone M. Jordan	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	5	Elect Director Kimberley Metcalf-Kupres	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Oshkosh Corporation	05/07/2024	Management	6	Elect Director Stephen D. Newlin	For	For	Withhold	Withhold	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	7	Elect Director Duncan J. Palmer	For	For	Withhold	Withhold	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	8	Elect Director David G. Perkins	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	9	Elect Director John C. Pfeifer	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	10	Elect Director Sandra E. Rowland	For	For	For	For	WITHHOLD votes for Stephen (Steve) Newlin and Duncan Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/07/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oshkosh Corporation	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Oshkosh Corporation	05/07/2024	Management	13	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Oshkosh Corporation	05/07/2024	Shareholder	14	Require a Majority Vote for the Election of Directors	Against	For	For	For	A vote FOR this proposal is warranted as it would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.
Otis Worldwide Corporation	05/16/2024	Management	1	Elect Director Thomas A. Bartlett	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/16/2024	Management	2	Elect Director Jeffrey H. Black	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/16/2024	Management	3	Elect Director Jill C. Brannon	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/16/2024	Management	4	Elect Director Nelda J. Connors	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/16/2024	Management	5	Elect Director Kathy Hopinkah Hannan	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/16/2024	Management	6	Elect Director Shailesh G. Jejurikar	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/16/2024	Management	7	Elect Director Christopher J. Kearney	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/16/2024	Management	8	Elect Director Judith F. Marks	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/16/2024	Management	9	Elect Director Margaret M. V. Preston	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/16/2024	Management	10	Elect Director Shelley Stewart, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/16/2024	Management	11	Elect Director John H. Walker	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Otis Worldwide Corporation	05/16/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Otis Worldwide Corporation	05/16/2024	Shareholder	14	Adopt Policy on Improved Majority Voting for Election of Directors	Against	Against	Against	Against	A vote AGAINST the proposal is warranted, as there are no recurring issues regarding failed director elections at the company that would suggest the proposed policy is needed.
Ovintiv Inc.	05/02/2024	Management	1	Elect Director Peter A. Dea	For	For	For	For	Votes AGAINST Suzanne Nimocks and Brian Shaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/02/2024	Management	2	Elect Director Sippy Chhina	For	For	For	For	Votes AGAINST Suzanne Nimocks and Brian Shaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/02/2024	Management	3	Elect Director Meg A. Gentle	For	For	For	For	Votes AGAINST Suzanne Nimocks and Brian Shaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/02/2024	Management	4	Elect Director Ralph Izzo	For	For	For	For	Votes AGAINST Suzanne Nimocks and Brian Shaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/02/2024	Management	5	Elect Director Howard J. Mayson	For	For	For	For	Votes AGAINST Suzanne Nimocks and Brian Shaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/02/2024	Management	6	Elect Director Brendan M. McCracken	For	For	For	For	Votes AGAINST Suzanne Nimocks and Brian Shaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/02/2024	Management	7	Elect Director Steven W. Nance	For	For	For	For	Votes AGAINST Suzanne Nimocks and Brian Shaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/02/2024	Management	8	Elect Director Suzanne P. Nimocks	For	For	Against	Against	Votes AGAINST Suzanne Nimocks and Brian Shaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/02/2024	Management	9	Elect Director George L. Pita	For	For	For	For	Votes AGAINST Suzanne Nimocks and Brian Shaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/02/2024	Management	10	Elect Director Thomas G. Ricks	For	For	For	For	Votes AGAINST Suzanne Nimocks and Brian Shaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ovintiv Inc.	05/02/2024	Management	11	Elect Director Brian G. Shaw	For	For	Against	Against	Votes AGAINST Suzanne Nimocks and Brian Shaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.
Ovintiv Inc.	05/02/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Owens Corning	04/18/2024	Management	1	Elect Director Brian D. Chambers	For	For	For	For	Votes AGAINST Suzanne Nimocks, W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/18/2024	Management	2	Elect Director Eduardo E. Cordeiro	For	For	For	For	Votes AGAINST Suzanne Nimocks, W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/18/2024	Management	3	Elect Director Adrienne D. Elsner	For	For	For	For	Votes AGAINST Suzanne Nimocks, W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/18/2024	Management	4	Elect Director Alfred E. Festa	For	For	For	For	Votes AGAINST Suzanne Nimocks, W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/18/2024	Management	5	Elect Director Edward F. Lonergan	For	For	For	For	Votes AGAINST Suzanne Nimocks, W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/18/2024	Management	6	Elect Director Maryann T. Mannen	For	For	For	For	Votes AGAINST Suzanne Nimocks, W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/18/2024	Management	7	Elect Director Paul E. Martin	For	For	For	For	Votes AGAINST Suzanne Nimocks, W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/18/2024	Management	8	Elect Director W. Howard Morris	For	For	Against	Against	Votes AGAINST Suzanne Nimocks, W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/18/2024	Management	9	Elect Director Suzanne P. Nimocks	For	For	Against	Against	Votes AGAINST Suzanne Nimocks, W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Owens Corning	04/18/2024	Management	10	Elect Director John D. Williams	For	For	Against	Against	Votes AGAINST Suzanne Nimocks, W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/18/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Owens Corning	04/18/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
PACCAR Inc	04/30/2024	Management	1	Elect Director Mark C. Pigott	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/30/2024	Management	2	Elect Director Dame Alison J. Carnwath	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/30/2024	Management	3	Elect Director Franklin L. Feder	For	For	For	For	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/30/2024	Management	4	Elect Director R. Preston Feight	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PACCAR Inc	04/30/2024	Management	5	Elect Director Kirk S. Hachigian	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/30/2024	Management	6	Elect Director Barbara B. Hulit	For	For	For	For	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/30/2024	Management	7	Elect Director Roderick C. McGeary	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/30/2024	Management	8	Elect Director Cynthia A. Niekamp	For	For	For	For	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/30/2024	Management	9	Elect Director John M. Pigott	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PACCAR Inc	04/30/2024	Management	10	Elect Director Ganesh Ramaswamy	For	For	For	For	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/30/2024	Management	11	Elect Director Mark A. Schulz	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/30/2024	Management	12	Elect Director Gregory M. E. Spierkel	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, Roderick (Rod) McGeary and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/30/2024	Management	13	Amend Non-Employee Director Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.
PACCAR Inc	04/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PACCAR Inc	04/30/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PACCAR Inc	04/30/2024	Management	16	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PACCAR Inc	04/30/2024	Shareholder	17	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted at this time as shareholders may benefit from a more complete evaluation of climate lobbying activities being conducted by the company and on the company's behalf.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Packaging Corporation of America	05/08/2024	Management	1	Elect Director Cheryl K. Beebe	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/08/2024	Management	2	Elect Director Duane C. Farrington	For	For	For	For	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/08/2024	Management	3	Elect Director Karen E. Gowland	For	For	For	For	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/08/2024	Management	4	Elect Director Donna A. Harman	For	For	For	For	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/08/2024	Management	5	Elect Director Mark W. Kowlzan	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Packaging Corporation of America	05/08/2024	Management	6	Elect Director Robert C. Lyons	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/08/2024	Management	7	Elect Director Thomas P. Maurer	For	For	For	For	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/08/2024	Management	8	Elect Director Samuel M. Mencoff	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/08/2024	Management	9	Elect Director Roger B. Porter	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/08/2024	Management	10	Elect Director Thomas S. Souleles	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Packaging Corporation of America	05/08/2024	Management	11	Elect Director Paul T. Stecko	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/08/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Packaging Corporation of America	05/08/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Packaging Corporation of America	05/08/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Packaging Corporation of America	05/08/2024	Shareholder	15	Amend Director Election Resignation Bylaw	Against	Against	For	For	A vote FOR this proposal is warranted because the adoption of an enhanced director resignation policy for directors who failed to receive the required shareholder votes would transform the election-of-directors process into a more meaningful voice for shareholders and would serve to strengthen director accountability at the company.
Palantir Technologies, Inc.	06/05/2024	Management	1	Elect Director Alexander Karp	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Alexander Moore and Alexandra Schiff are warranted due to problematic pay practices. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Palantir Technologies, Inc.	06/05/2024	Management	2	Elect Director Stephen Cohen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Alexander Moore and Alexandra Schiff are warranted due to problematic pay practices. A vote FOR the remaining director nominees is warranted.
Palantir Technologies, Inc.	06/05/2024	Management	3	Elect Director Peter Thiel	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Alexander Moore and Alexandra Schiff are warranted due to problematic pay practices. A vote FOR the remaining director nominees is warranted.
Palantir Technologies, Inc.	06/05/2024	Management	4	Elect Director Alexander Moore	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Alexander Moore and Alexandra Schiff are warranted due to problematic pay practices. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Palantir Technologies, Inc.	06/05/2024	Management	5	Elect Director Alexandra Schiff	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Alexander Moore and Alexandra Schiff are warranted due to problematic pay practices. A vote FOR the remaining director nominees is warranted.
Palantir Technologies, Inc.	06/05/2024	Management	6	Elect Director Lauren Friedman Stat	For	For	For	For	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Alexander Moore and Alexandra Schiff are warranted due to problematic pay practices. A vote FOR the remaining director nominees is warranted.
Palantir Technologies, Inc.	06/05/2024	Management	7	Elect Director Eric Woersching	For	For	For	For	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Alexander Moore and Alexandra Schiff are warranted due to problematic pay practices. A vote FOR the remaining director nominees is warranted.
Palantir Technologies, Inc.	06/05/2024	Management	8	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Park Hotels & Resorts Inc.	04/19/2024	Management	1	Elect Director Thomas J. Baltimore, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Park Hotels & Resorts Inc.	04/19/2024	Management	2	Elect Director Patricia M. Bedient	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/19/2024	Management	3	Elect Director Thomas D. Eckert	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/19/2024	Management	4	Elect Director Geoffrey M. Garrett	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/19/2024	Management	5	Elect Director Christie B. Kelly	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/19/2024	Management	6	Elect Director Joseph I. Lieberman - Withdrawn Resolution					
Park Hotels & Resorts Inc.	04/19/2024	Management	7	Elect Director Terri D. McClements	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/19/2024	Management	8	Elect Director Thomas A. Natelli	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/19/2024	Management	9	Elect Director Timothy J. Naughton	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/19/2024	Management	10	Elect Director Stephen I. Sadove	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/19/2024	Management	11	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Park Hotels & Resorts Inc.	04/19/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Park Hotels & Resorts Inc.	04/19/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Paycom Software, Inc.	04/29/2024	Management	1	Elect Director Robert J. Levenson	For	For	Against	Against	Votes AGAINST Robert Levenson are warranted for serving as a non-independent member of a key board committee. A vote AGAINST Felicia Williams is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Frederick C. Peters, II is warranted.
Paycom Software, Inc.	04/29/2024	Management	2	Elect Director Frederick C. Peters, II	For	For	For	For	Votes AGAINST Robert Levenson are warranted for serving as a non-independent member of a key board committee. A vote AGAINST Felicia Williams is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Frederick C. Peters, II is warranted.
Paycom Software, Inc.	04/29/2024	Management	3	Elect Director Felicia Williams	For	Against	Against	Against	Votes AGAINST Robert Levenson are warranted for serving as a non-independent member of a key board committee. A vote AGAINST Felicia Williams is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Frederick C. Peters, II is warranted.
Paycom Software, Inc.	04/29/2024	Management	4	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Paycom Software, Inc.	04/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted because: * The company provided the CEO inordinate amounts of personal use of corporate aircraft perquisites and the total amount of perquisite compensation for the CEO is deemed excessive. * The compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay vote. However, though pay and performance were quantitatively aligned for the year in review, a qualitative analysis indicates significant structural concerns with the pay program. The annual bonus remains based on financial targets which appear rigorous, though a concern remains with regards to an unbalanced payout formula. Moreover, the company made a number of problematic changes to the LTI program, significantly increasing NEO grant values, decreasing the proportion of the equity grant based on performance-conditioned equity, and changing the performance metrics to a one-year performance period which mirror the metrics used in the annual bonus program.
PayPal Holdings, Inc.	05/22/2024	Management	1	Elect Director Rodney C. Adkins	For	For	For	For	A vote FOR the director nominees is warranted.
PayPal Holdings, Inc.	05/22/2024	Management	2	Elect Director Alex Chriss	For	For	For	For	A vote FOR the director nominees is warranted.
PayPal Holdings, Inc.	05/22/2024	Management	3	Elect Director Jonathan Christodoro	For	For	For	For	A vote FOR the director nominees is warranted.
PayPal Holdings, Inc.	05/22/2024	Management	4	Elect Director John J. Donahoe	For	For	For	For	A vote FOR the director nominees is warranted.
PayPal Holdings, Inc.	05/22/2024	Management	5	Elect Director David W. Dorman	For	For	For	For	A vote FOR the director nominees is warranted.
PayPal Holdings, Inc.	05/22/2024	Management	6	Elect Director Enrique J. Lores	For	For	For	For	A vote FOR the director nominees is warranted.
PayPal Holdings, Inc.	05/22/2024	Management	7	Elect Director Gail J. McGovern	For	For	For	For	A vote FOR the director nominees is warranted.
PayPal Holdings, Inc.	05/22/2024	Management	8	Elect Director Deborah M. Messemer	For	For	For	For	A vote FOR the director nominees is warranted.
PayPal Holdings, Inc.	05/22/2024	Management	9	Elect Director David M. Moffett	For	For	For	For	A vote FOR the director nominees is warranted.
PayPal Holdings, Inc.	05/22/2024	Management	10	Elect Director Ann M. Sarnoff	For	For	For	For	A vote FOR the director nominees is warranted.
PayPal Holdings, Inc.	05/22/2024	Management	11	Elect Director Frank D. Yeary	For	For	For	For	A vote FOR the director nominees is warranted.
PayPal Holdings, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
PayPal Holdings, Inc.	05/22/2024	Management	13	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
PayPal Holdings, Inc.	05/22/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PayPal Holdings, Inc.	05/22/2024	Shareholder	15	Report on Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company appears to be taking appropriate measures to address the risk of discrimination against employees based on religion or political, social and/or environmental views.
PayPal Holdings, Inc.	05/22/2024	Shareholder	16	Amend Bylaw Regarding Stockholder Approval of Director Compensation	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the proponent has not raised a compelling argument for adopting a novel and potentially disruptive binding bylaw amendment pertaining to director compensation. Furthermore, in the absence of director pay magnitude and structure concerns, this proposal seeks a requirement that is considered overly prescriptive.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pegasystems Inc.	06/18/2024	Management	1	Elect Director Alan Trefler	For	For	Against	Against	Votes AGAINST non-independent nominees Alan Trefler, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/18/2024	Management	2	Elect Director Peter Gyenes	For	For	Against	Against	Votes AGAINST non-independent nominees Alan Trefler, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/18/2024	Management	3	Elect Director Richard Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Alan Trefler, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pegasystems Inc.	06/18/2024	Management	4	Elect Director Christopher Lafond	For	For	Against	Against	Votes AGAINST non-independent nominees Alan Trefler, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/18/2024	Management	5	Elect Director Dianne Ledingham	For	For	For	For	Votes AGAINST non-independent nominees Alan Trefler, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/18/2024	Management	6	Elect Director Sharon Rowlands	For	For	For	For	Votes AGAINST non-independent nominees Alan Trefler, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pegasystems Inc.	06/18/2024	Management	7	Elect Director Larry Weber	For	Against	Against	Against	Votes AGAINST non-independent nominees Alan Trefler, Peter Gyenes, Richard (Rick) Jones and Larry Weber are warranted for lack of a majority independent board. Votes AGAINST Peter Gyenes, Richard (Rick) Jones and Larry Weber are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/18/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Pegasystems Inc.	06/18/2024	Management	9	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pentair plc	05/07/2024	Management	1	Elect Director Mona Abutaleb Stephenson	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/07/2024	Management	2	Elect Director Melissa Barra	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/07/2024	Management	3	Elect Director Tracey C. Doi	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/07/2024	Management	4	Elect Director T. Michael Glenn	For	For	Against	Against	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/07/2024	Management	5	Elect Director Theodore L. Harris	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/07/2024	Management	6	Elect Director David A. Jones	For	For	Against	Against	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pentair plc	05/07/2024	Management	7	Elect Director Gregory E. Knight	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/07/2024	Management	8	Elect Director Michael T. Speetzen	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/07/2024	Management	9	Elect Director John L. Stauch	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/07/2024	Management	10	Elect Director Billie I. Williamson	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Pentair plc	05/07/2024	Management	12	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pentair plc	05/07/2024	Management	13	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR Item 4 is warranted because the proposed amounts and durations are within recommended limits. A vote AGAINST Item 5 is warranted because the potential dilution exceeds the 10 percent limit for general share issuance requests without preemptive rights.
Pentair plc	05/07/2024	Management	14	Renew the Board's Authority to Opt-Out of Statutory Preemption Rights Under Irish Law	For	For	Against	Against	A vote FOR Item 4 is warranted because the proposed amounts and durations are within recommended limits. A vote AGAINST Item 5 is warranted because the potential dilution exceeds the 10 percent limit for general share issuance requests without preemptive rights.
Pentair plc	05/07/2024	Management	15	Determine Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no concerns have been identified.
Penumbra, Inc.	06/05/2024	Management	1	Elect Director Adam Elsesser	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Adam Elsesser and Harpreet Grewal are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Penumbra, Inc.	06/05/2024	Management	2	Elect Director Harpreet Grewal	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Adam Elsesser and Harpreet Grewal are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Penumbra, Inc.	06/05/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Penumbra, Inc.	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PepsiCo, Inc.	05/01/2024	Management	1	Elect Director Segun Agbaje	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	2	Elect Director Jennifer Bailey	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	3	Elect Director Cesar Conde	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	4	Elect Director Ian Cook	For	For	Against	Against	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	5	Elect Director Edith W. Cooper	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	6	Elect Director Susan M. Diamond	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	7	Elect Director Dina Dublon	For	For	Against	Against	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	8	Elect Director Michelle Gass	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	9	Elect Director Ramon L. Laguarta	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	10	Elect Director Dave J. Lewis	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PepsiCo, Inc.	05/01/2024	Management	11	Elect Director David C. Page	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	12	Elect Director Robert C. Pohlad	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	13	Elect Director Daniel Vasella	For	For	Against	Against	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	14	Elect Director Darren Walker	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	15	Elect Director Alberto Weisser	For	For	Against	Against	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/01/2024	Management	16	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PepsiCo, Inc.	05/01/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
PepsiCo, Inc.	05/01/2024	Management	18	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 8.02 percent is acceptable.
PepsiCo, Inc.	05/01/2024	Shareholder	19	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
PepsiCo, Inc.	05/01/2024	Shareholder	20	Report on Gender-Based Compensation and Benefits Inequities	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company appears to provide competitive healthcare benefits and there is no evidence that the company is offering health care in a discriminatory manner.
PepsiCo, Inc.	05/01/2024	Shareholder	21	Amend Bylaws to Adopt a Director Election Resignation	Against	Against	For	For	A vote FOR this proposal is warranted because the adoption of an enhanced director resignation policy for directors who failed to receive the required shareholder votes would transform the election-of-directors process into a more meaningful voice for shareholders and would serve to strengthen director accountability at the company.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PepsiCo, Inc.	05/01/2024	Shareholder	22	Issue Third Party Assessment of Safety of Non-Sugar Sweeteners	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information through a third-party assessment would help shareholders better evaluate company's efforts to address the risks posed by the use of non-sugar sweeteners in its product line. Further, the request would provide greater assurance to shareholders that the company's initiatives and practices guard against possible risks to the firm.
PepsiCo, Inc.	05/01/2024	Shareholder	23	Report on Risks Related to Biodiversity and Nature Loss	Against	Against	For	For	A vote FOR this proposal is warranted, as further disclosures would help shareholders assess how the company is managing related risks associated with biodiversity loss as well as adequately track progress on these issues.
PepsiCo, Inc.	05/01/2024	Shareholder	24	Report on Third-Party Racial Equity Audit	Against	Against	For	For	A vote FOR this proposal is warranted, as an independent racial equity justice audit would help shareholders better assess the effectiveness of the company's efforts to address racial inequity.
PepsiCo, Inc.	05/01/2024	Shareholder	25	Report on Risks Created by the Company's Diversity, Equity, and Inclusion Efforts	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosure related to its diversity, equity and inclusion efforts and its management of related risks.
PepsiCo, Inc.	05/01/2024	Shareholder	26	Issue Transparency Report on Global Public Policy and Political Influence	Against	Against	For	For	A vote FOR this resolution is warranted, as increased global transparency and disclosure around the company's memberships in political organizations and lobbying expenditures, as well as the firm's management- and board-level oversight of spending would help shareholders evaluate the company's management of related risks and benefits more comprehensively.
Perrigo Company plc	05/02/2024	Management	1	Elect Director Bradley A. Alford	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	2	Elect Director Orlando D. Ashford	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	3	Elect Director Julia M. Brown	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	4	Elect Director Katherine C. Doyle	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	5	Elect Director Adriana Karaboutis	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	6	Elect Director Jeffrey B. Kindler	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	7	Elect Director Patrick Lockwood-Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	8	Elect Director Albert A. Manzone	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	9	Elect Director Donal O'Connor	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	10	Elect Director Geoffrey M. Parker	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/02/2024	Management	11	Ratify Ernst & Young LLP as Auditors and Authorise Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Perrigo Company plc	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Perrigo Company plc	05/02/2024	Management	13	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts and durations are not within recommended limits.
Perrigo Company plc	05/02/2024	Management	14	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts and durations are not within recommended limits.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pfizer Inc.	04/25/2024	Management	1	Elect Director Ronald E. Blaylock	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/25/2024	Management	2	Elect Director Albert Bourla	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/25/2024	Management	3	Elect Director Susan Desmond-Hellmann	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/25/2024	Management	4	Elect Director Joseph J. Echevarria	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/25/2024	Management	5	Elect Director Scott Gottlieb	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/25/2024	Management	6	Elect Director Helen H. Hobbs	For	For	Against	Against	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/25/2024	Management	7	Elect Director Susan Hockfield	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/25/2024	Management	8	Elect Director Dan R. Littman	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/25/2024	Management	9	Elect Director Shantanu Narayen	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/25/2024	Management	10	Elect Director Suzanne Nora Johnson	For	For	Against	Against	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/25/2024	Management	11	Elect Director James Quincey	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pfizer Inc.	04/25/2024	Management	12	Elect Director James C. Smith	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/25/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pfizer Inc.	04/25/2024	Management	14	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Pfizer Inc.	04/25/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Pfizer Inc.	04/25/2024	Shareholder	16	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Pfizer Inc.	04/25/2024	Shareholder	17	Report on Congruency of Political Spending with Company Stated Values and Priorities	Against	Against	For	For	A vote FOR this proposal is warranted, as more comprehensive information regarding Pfizer's political contribution spending and nonprofit organization participation would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
Pfizer Inc.	04/25/2024	Shareholder	18	Amend Director Resignation Processes *Withdrawn Resolution*					
Pfizer Inc.	04/25/2024	Shareholder	19	Report on Corporate Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its corporate contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
PG&E Corporation	05/16/2024	Management	1	Elect Director Rajat Bahri	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/16/2024	Management	2	Elect Director Cheryl F. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/16/2024	Management	3	Elect Director Edward G. Cannizzaro	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/16/2024	Management	4	Elect Director Kerry W. Cooper	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/16/2024	Management	5	Elect Director Jessica L. Denecour	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/16/2024	Management	6	Elect Director Mark E. Ferguson, III	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/16/2024	Management	7	Elect Director Robert C. Flexon	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/16/2024	Management	8	Elect Director W. Craig Fugate	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/16/2024	Management	9	Elect Director Arno L. Harris	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/16/2024	Management	10	Elect Director Carlos M. Hernandez	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/16/2024	Management	11	Elect Director Michael R. Niggli	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/16/2024	Management	12	Elect Director Patricia K. Poppe	For	For	For	For	A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PG&E Corporation	05/16/2024	Management	13	Elect Director William L. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/16/2024	Management	14	Elect Director Benjamin F. Wilson	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/16/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PG&E Corporation	05/16/2024	Management	16	Ratify Deloitte and Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Philip Morris International Inc.	05/08/2024	Management	1	Elect Director Bonin Bough	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/08/2024	Management	2	Elect Director Andre Calantzopoulos	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/08/2024	Management	3	Elect Director Michel Combes	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/08/2024	Management	4	Elect Director Juan Jose Daboub	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/08/2024	Management	5	Elect Director Werner Geissler	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/08/2024	Management	6	Elect Director Victoria Harker	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/08/2024	Management	7	Elect Director Lisa A. Hook	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/08/2024	Management	8	Elect Director Kalpana Morparia	For	For	Against	Against	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/08/2024	Management	9	Elect Director Jacek Olczak	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Philip Morris International Inc.	05/08/2024	Management	10	Elect Director Robert B. Polet	For	For	Against	Against	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/08/2024	Management	11	Elect Director Dessi Temperley	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/08/2024	Management	12	Elect Director Shlomo Yanai	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/08/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Philip Morris International Inc.	05/08/2024	Management	14	Ratify PricewaterhouseCoopers SA as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Phillips 66	05/15/2024	Management	1	Elect Director Julie L. Bushman	For	For	For	For	A vote FOR the director nominees is warranted.
Phillips 66	05/15/2024	Management	2	Elect Director Lisa A. Davis	For	For	For	For	A vote FOR the director nominees is warranted.
Phillips 66	05/15/2024	Management	3	Elect Director Mark E. Lashier	For	For	For	For	A vote FOR the director nominees is warranted.
Phillips 66	05/15/2024	Management	4	Elect Director Douglas T. Terreson	For	For	For	For	A vote FOR the director nominees is warranted.
Phillips 66	05/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Phillips 66	05/15/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Phillips 66	05/15/2024	Shareholder	7	Report on Impacts of a Significant Reduction in Virgin Plastic Demand	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure on metrics and targets related to ability of the company to transition from virgin polymer production would allow shareholders to better assess the company's management of associated financial, environmental, and reputational risks.
PHINIA Inc.	05/09/2024	Management	1	Elect Director Samuel R. Chapin	For	For	For	For	A vote FOR all director nominees is warranted.
PHINIA Inc.	05/09/2024	Management	2	Elect Director Brady D. Ericson	For	For	For	For	A vote FOR all director nominees is warranted.
PHINIA Inc.	05/09/2024	Management	3	Elect Director Robin Kendrick	For	For	For	For	A vote FOR all director nominees is warranted.
PHINIA Inc.	05/09/2024	Management	4	Elect Director Latondra Newton	For	For	For	For	A vote FOR all director nominees is warranted.
PHINIA Inc.	05/09/2024	Management	5	Elect Director D'aun Norman	For	For	For	For	A vote FOR all director nominees is warranted.
PHINIA Inc.	05/09/2024	Management	6	Elect Director Rohan S. Weerasinghe	For	For	For	For	A vote FOR all director nominees is warranted.
PHINIA Inc.	05/09/2024	Management	7	Elect Director Roger J. Wood	For	For	For	For	A vote FOR all director nominees is warranted.
PHINIA Inc.	05/09/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PHINIA Inc.	05/09/2024	Management	9	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PHINIA Inc.	05/09/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pilgrim's Pride Corporation	05/01/2024	Management	1	Elect Director Gilberto Tomazoni	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	2	Elect Director Wesley Mendonca Batista	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	3	Elect Director Joesley Mendonca Batista	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	4	Elect Director Andre Nogueira de Souza	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	5	Elect Director Farha Aslam	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pilgrim's Pride Corporation	05/01/2024	Management	6	Elect Director Raul Padilla	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	7	Elect Director Wallim Cruz de Vasconcellos, Junior	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	8	Elect Director Arquimedes A. Celis	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	9	Elect Director Ajay Menon	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Batista, Joesley Batista, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	05/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Pilgrim's Pride Corporation	05/01/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	1	Elect Director Abney S. Boxley, III	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pinnacle Financial Partners, Inc.	04/23/2024	Management	2	Elect Director Charles E. Brock	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	3	Elect Director Renda J. Burkhart	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	4	Elect Director Gregory L. Burns	For	For	Against	Against	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	5	Elect Director Richard D. Callicutt, II	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	6	Elect Director Thomas C. Farnsworth, III	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	7	Elect Director Joseph C. Galante	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	8	Elect Director Glenda Baskin Glover	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	9	Elect Director David B. Ingram	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	10	Elect Director Decosta E. Jenkins	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	11	Elect Director Robert A. McCabe, Jr.	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	12	Elect Director G. Kennedy Thompson	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	13	Elect Director M. Terry Turner	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	14	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pinnacle Financial Partners, Inc.	04/23/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pinnacle Financial Partners, Inc.	04/23/2024	Management	16	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Pinterest, Inc.	05/23/2024	Management	1	Elect Director Fredric G. Reynolds	For	Against	Against	Against	As no governance committee members are on the ballot, a vote AGAINST incumbent director nominees Andrea Wishom and Fredric Reynolds is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, the supermajority vote requirement to enact certain changes to the governing documents, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR new director nominee Scott Schenkel is warranted.
Pinterest, Inc.	05/23/2024	Management	2	Elect Director Scott Schenkel	For	For	For	For	As no governance committee members are on the ballot, a vote AGAINST incumbent director nominees Andrea Wishom and Fredric Reynolds is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, the supermajority vote requirement to enact certain changes to the governing documents, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR new director nominee Scott Schenkel is warranted.
Pinterest, Inc.	05/23/2024	Management	3	Elect Director Andrea Wishom	For	Against	Against	Against	As no governance committee members are on the ballot, a vote AGAINST incumbent director nominees Andrea Wishom and Fredric Reynolds is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, the supermajority vote requirement to enact certain changes to the governing documents, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR new director nominee Scott Schenkel is warranted.
Pinterest, Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company accelerated the vesting of an NEO's equity awards upon his resignation, which is considered a problematic pay practice.
Pinterest, Inc.	05/23/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pioneer Natural Resources Company	02/07/2024	Management	1	Approve Merger Agreement	For	For	For	For	The strategic rationale appears sound, the merger is expected to generate \$2 billion in annual synergies and be accretive to the combined company, shareholders are receiving a premium, there is a potential downside risk of non-approval, and the equity form of consideration allows shareholders to participate in the potential upside of the combined company. As such, support FOR the proposed transaction is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pioneer Natural Resources Company	02/07/2024	Management	2	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While cash severance is double trigger, equity awards will accelerate vesting upon the change in control, which represents a material and recent amendment to the company's prior change-in-control arrangements. The company also recently increased certain other benefits for NEOs upon a change in control. Making amendments to CIC agreements within close proximity of a merger is generally viewed as a negative practice.
Planet Fitness, Inc.	04/30/2024	Management	1	Elect Director Bernard Acoca	For	Withhold	Withhold	Withhold	A vote WITHHOLD governance committee member Bernard Acoca is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Frances Rathke is warranted.
Planet Fitness, Inc.	04/30/2024	Management	2	Elect Director Frances Rathke	For	For	For	For	A vote WITHHOLD governance committee member Bernard Acoca is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Frances Rathke is warranted.
Planet Fitness, Inc.	04/30/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Planet Fitness, Inc.	04/30/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Planet Fitness, Inc.	04/30/2024	Management	5	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Playtika Holding Corp.	06/11/2024	Management	1	Elect Director Robert Antokol	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Bing Yuan and Marc Beilinson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the pop-up classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/11/2024	Management	2	Elect Director Marc Beilinson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Bing Yuan and Marc Beilinson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the pop-up classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Playtika Holding Corp.	06/11/2024	Management	3	Elect Director Hong Du	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Bing Yuan and Marc Beilinson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the pop-up classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/11/2024	Management	4	Elect Director Dana Gross	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Bing Yuan and Marc Beilinson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the pop-up classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/11/2024	Management	5	Elect Director Tian Lin	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Bing Yuan and Marc Beilinson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the pop-up classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/11/2024	Management	6	Elect Director Bing Yuan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Bing Yuan and Marc Beilinson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the pop-up classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/11/2024	Management	7	Ratify Kost Forer Gabbay & Kasierer as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Playtika Holding Corp.	06/11/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Popular, Inc.	05/09/2024	Management	1	Elect Director Ignacio Alvarez	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	2	Elect Director Alejandro M. Ballester	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	3	Elect Director Robert Carrady	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Popular, Inc.	05/09/2024	Management	4	Elect Director Richard L. Carrion	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	5	Elect Director Bertil E. Chappuis	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	6	Elect Director Betty DeVita	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	7	Elect Director John W. Diercksen	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	8	Elect Director Maria Luisa Ferre Rangel	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	9	Elect Director C. Kim Goodwin	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	10	Elect Director Jose R. Rodriguez	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	11	Elect Director Alejandro M. Sanchez	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	12	Elect Director Myrna M. Soto	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	13	Elect Director Carlos A. Unanue	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Popular, Inc.	05/09/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Popular, Inc.	05/09/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Post Holdings, Inc.	01/25/2024	Management	1	Elect Director William P. Stirtz	For	For	Against	Against	Votes AGAINST non-independent nominees William Stirtz and Thomas Erb are warranted for lack of a majority independent board. A vote FOR Jennifer Kuperman is
Post Holdings, Inc.	01/25/2024	Management	2	Elect Director Thomas C. Erb	For	For	Against	Against	Votes AGAINST non-independent nominees William Stirtz and Thomas Erb are warranted for lack of a majority independent board. A vote FOR Jennifer Kuperman is
Post Holdings, Inc.	01/25/2024	Management	3	Elect Director Jennifer Kuperman	For	For	For	For	Votes AGAINST non-independent nominees William Stirtz and Thomas Erb are warranted for lack of a majority independent board. A vote FOR Jennifer Kuperman is
Post Holdings, Inc.	01/25/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Post Holdings, Inc.	01/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Post Holdings, Inc.	01/25/2024	Management	6	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
PPG Industries, Inc.	04/18/2024	Management	1	Elect Director Michael W. Lamach	For	For	Against	Against	Votes AGAINST Martin Richenhagen are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Michael Lamach are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
PPG Industries, Inc.	04/18/2024	Management	2	Elect Director Martin H. Richenhagen	For	For	Against	Against	Votes AGAINST Martin Richenhagen are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Michael Lamach are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
PPG Industries, Inc.	04/18/2024	Management	3	Elect Director Christopher N. Roberts, III	For	For	For	For	Votes AGAINST Martin Richenhagen are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Michael Lamach are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
PPG Industries, Inc.	04/18/2024	Management	4	Elect Director Catherine R. Smith	For	For	For	For	Votes AGAINST Martin Richenhagen are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Michael Lamach are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
PPG Industries, Inc.	04/18/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PPG Industries, Inc.	04/18/2024	Management	6	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholders' rights.
PPG Industries, Inc.	04/18/2024	Management	7	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
PPG Industries, Inc.	04/18/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PPL Corporation	05/15/2024	Management	1	Elect Director Arthur P. Beattie	For	For	For	For	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/15/2024	Management	2	Elect Director Raja Rajamannar	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/15/2024	Management	3	Elect Director Heather B. Redman	For	For	For	For	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/15/2024	Management	4	Elect Director Craig A. Rogerson	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PPL Corporation	05/15/2024	Management	5	Elect Director Vincent Sorgi	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/15/2024	Management	6	Elect Director Linda G. Sullivan	For	For	For	For	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/15/2024	Management	7	Elect Director Natica von Althann	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/15/2024	Management	8	Elect Director Keith H. Williamson	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/15/2024	Management	9	Elect Director Phoebe A. Wood	For	For	For	For	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PPL Corporation	05/15/2024	Management	10	Elect Director Armando Zagalo de Lima	For	For	For	For	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
PPL Corporation	05/15/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Primerica, Inc.	05/08/2024	Management	1	Elect Director John A. Addison, Jr.	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	2	Elect Director Joel M. Babbit	For	For	Against	Against	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	3	Elect Director Amber L. Cottle	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	4	Elect Director Gary L. Crittenden	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	5	Elect Director Cynthia N. Day	For	For	Against	Against	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Primerica, Inc.	05/08/2024	Management	6	Elect Director Sanjeev Dheer	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	7	Elect Director Beatriz R. Perez	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	8	Elect Director D. Richard Williams	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	9	Elect Director Glenn J. Williams	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	10	Elect Director Darryl L. Wilson	For	For	For	For	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	11	Elect Director Barbara A. Yastine	For	For	Against	Against	Votes AGAINST Joel Babbit and Barbara Yastine are warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/08/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Primerica, Inc.	05/08/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Principal Financial Group, Inc.	05/21/2024	Management	1	Elect Director Roger C. Hochschild	For	For	For	For	A vote FOR the director nominees is warranted.
Principal Financial Group, Inc.	05/21/2024	Management	2	Elect Director Daniel J. Houston	For	For	For	For	A vote FOR the director nominees is warranted.
Principal Financial Group, Inc.	05/21/2024	Management	3	Elect Director Diane C. Nordin	For	For	For	For	A vote FOR the director nominees is warranted.
Principal Financial Group, Inc.	05/21/2024	Management	4	Elect Director Alfredo Rivera	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Principal Financial Group, Inc.	05/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Principal Financial Group, Inc.	05/21/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Procore Technologies, Inc.	06/06/2024	Management	1	Elect Director William J.G. Griffith, IV	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Elisa Steele given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Procore Technologies, Inc.	06/06/2024	Management	2	Elect Director Graham V. Smith	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Elisa Steele given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Procore Technologies, Inc.	06/06/2024	Management	3	Elect Director Elisa A. Steele	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Elisa Steele given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Procore Technologies, Inc.	06/06/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Procore Technologies, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Prologis, Inc.	05/09/2024	Management	1	Elect Director Hamid R. Moghadam	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/09/2024	Management	2	Elect Director Cristina G. Bitá	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Prologis, Inc.	05/09/2024	Management	3	Elect Director James B. Connor	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/09/2024	Management	4	Elect Director George L. Fotiades	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/09/2024	Management	5	Elect Director Lydia H. Kennard	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/09/2024	Management	6	Elect Director Irving F. Lyons, III	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/09/2024	Management	7	Elect Director Guy A. Metcalfe	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Prologis, Inc.	05/09/2024	Management	8	Elect Director Avid Modjtabai	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/09/2024	Management	9	Elect Director David P. O'Connor	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/09/2024	Management	10	Elect Director Olivier Piani	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/09/2024	Management	11	Elect Director Carl B. Webb	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Prologis, Inc.	05/09/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prologis, Inc.	05/09/2024	Management	14	Reduce Supermajority Vote Requirement to Amend Charter	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements enhances shareholder rights.
Prologis, Inc.	05/09/2024	Management	15	Reduce Supermajority Vote Requirement to Amend Bylaws	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements enhances shareholder rights.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Prologis, Inc.	05/09/2024	Shareholder	16	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted. Strong support for this proposal could motivate management to keep trying to pass a management proposal to eliminate the supermajority requirements, in the event that Items 4 and 5 are not approved this year.
Prosperity Bancshares, Inc.	04/16/2024	Management	1	Elect Director James A. Bouligny	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier and Robert Steelhammer are warranted for lack of a majority independent board. WITHHOLD votes for James Bouligny and Robert Steelhammer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier, Laura Murillo, and Robert Steelhammer are warranted as the board approved a new agreement in the past year that contains a problematic single-trigger provision.
Prosperity Bancshares, Inc.	04/16/2024	Management	2	Elect Director W.R. Collier	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier and Robert Steelhammer are warranted for lack of a majority independent board. WITHHOLD votes for James Bouligny and Robert Steelhammer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier, Laura Murillo, and Robert Steelhammer are warranted as the board approved a new agreement in the past year that contains a problematic single-trigger provision.
Prosperity Bancshares, Inc.	04/16/2024	Management	3	Elect Director Laura Murillo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier and Robert Steelhammer are warranted for lack of a majority independent board. WITHHOLD votes for James Bouligny and Robert Steelhammer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier, Laura Murillo, and Robert Steelhammer are warranted as the board approved a new agreement in the past year that contains a problematic single-trigger provision.
Prosperity Bancshares, Inc.	04/16/2024	Management	4	Elect Director Robert Steelhammer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier and Robert Steelhammer are warranted for lack of a majority independent board. WITHHOLD votes for James Bouligny and Robert Steelhammer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominees H. E. Timanus Jr., James Bouligny, W.R. Collier, Laura Murillo, and Robert Steelhammer are warranted as the board approved a new agreement in the past year that contains a problematic single-trigger provision.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Prosperity Bancshares, Inc.	04/16/2024	Management	5	Elect Director H. E. Timanus, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. E. Timanus Jr., James Boulogny, W.R. Collier and Robert Steelhammer are warranted for lack of a majority independent board. WITHHOLD votes for James Boulogny and Robert Steelhammer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominees H. E. Timanus Jr., James Boulogny, W.R. Collier, Laura Murillo, and Robert Steelhammer are warranted as the board approved a new agreement in the past year that contains a problematic single-trigger provision.
Prosperity Bancshares, Inc.	04/16/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prosperity Bancshares, Inc.	04/16/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the recently modified CEO employment agreement provides for problematic single-trigger cash severance.
Prudential Financial, Inc.	05/14/2024	Management	1	Elect Director Gilbert F. Casellas	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Christine (Chris) Poon are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/14/2024	Management	2	Elect Director Robert M. Falzon	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Christine (Chris) Poon are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/14/2024	Management	3	Elect Director Martina Hund-Mejean	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Christine (Chris) Poon are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/14/2024	Management	4	Elect Director Wendy E. Jones	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Christine (Chris) Poon are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Prudential Financial, Inc.	05/14/2024	Management	5	Elect Director Charles F. Lowrey	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Christine (Chris) Poon are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/14/2024	Management	6	Elect Director Kathleen A. Murphy	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Christine (Chris) Poon are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/14/2024	Management	7	Elect Director Sandra Pianalto	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Christine (Chris) Poon are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/14/2024	Management	8	Elect Director Christine A. Poon	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Christine (Chris) Poon are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/14/2024	Management	9	Elect Director Douglas A. Scovanner	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Christine (Chris) Poon are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/14/2024	Management	10	Elect Director Michael A. Todman	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Christine (Chris) Poon are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/14/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Prudential Financial, Inc.	05/14/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Prudential Financial, Inc.	05/14/2024	Shareholder	13	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
PTC Inc.	02/14/2024	Management	1	Elect Director Neil Barua	For	For	For	For	WITHHOLD votes for Paul Lacy and Robert Schechter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/14/2024	Management	2	Elect Director Mark Benjamin	For	For	For	For	WITHHOLD votes for Paul Lacy and Robert Schechter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/14/2024	Management	3	Elect Director Janice Chaffin	For	For	For	For	WITHHOLD votes for Paul Lacy and Robert Schechter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/14/2024	Management	4	Elect Director Amar Hanspal	For	For	For	For	WITHHOLD votes for Paul Lacy and Robert Schechter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/14/2024	Management	5	Elect Director Michal Katz	For	For	For	For	WITHHOLD votes for Paul Lacy and Robert Schechter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/14/2024	Management	6	Elect Director Paul Lacy	For	For	Withhold	Withhold	WITHHOLD votes for Paul Lacy and Robert Schechter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/14/2024	Management	7	Elect Director Corinna Lathan	For	For	For	For	WITHHOLD votes for Paul Lacy and Robert Schechter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/14/2024	Management	8	Elect Director Janesh Moorjani	For	For	For	For	WITHHOLD votes for Paul Lacy and Robert Schechter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PTC Inc.	02/14/2024	Management	9	Elect Director Robert Schechter	For	For	Withhold	Withhold	WITHHOLD votes for Paul Lacy and Robert Schechter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
PTC Inc.	02/14/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Public Service Enterprise Group Incorporated	04/16/2024	Management	1	Elect Director Ralph A. LaRossa	For	For	For	For	A vote FOR the director nominees is warranted.
Public Service Enterprise Group Incorporated	04/16/2024	Management	2	Elect Director Susan Tomasky	For	For	For	For	A vote FOR the director nominees is warranted.
Public Service Enterprise Group Incorporated	04/16/2024	Management	3	Elect Director Willie A. Deese	For	For	For	For	A vote FOR the director nominees is warranted.
Public Service Enterprise Group Incorporated	04/16/2024	Management	4	Elect Director Jamie M. Gentoso	For	For	For	For	A vote FOR the director nominees is warranted.
Public Service Enterprise Group Incorporated	04/16/2024	Management	5	Elect Director Barry H. Ostrowsky	For	For	For	For	A vote FOR the director nominees is warranted.
Public Service Enterprise Group Incorporated	04/16/2024	Management	6	Elect Director Ricardo G. Perez	For	For	For	For	A vote FOR the director nominees is warranted.
Public Service Enterprise Group Incorporated	04/16/2024	Management	7	Elect Director Valerie A. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Public Service Enterprise Group Incorporated	04/16/2024	Management	8	Elect Director Scott G. Stephenson	For	For	For	For	A vote FOR the director nominees is warranted.
Public Service Enterprise Group Incorporated	04/16/2024	Management	9	Elect Director Laura A. Sugg	For	For	For	For	A vote FOR the director nominees is warranted.
Public Service Enterprise Group Incorporated	04/16/2024	Management	10	Elect Director John P. Surma	For	For	For	For	A vote FOR the director nominees is warranted.
Public Service Enterprise Group Incorporated	04/16/2024	Management	11	Elect Director Kenneth Y. Tanji	For	For	For	For	A vote FOR the director nominees is warranted.
Public Service Enterprise Group Incorporated	04/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Public Service Enterprise Group Incorporated	04/16/2024	Management	13	Eliminate Supermajority Vote Requirement for Business Combinations	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
Public Service Enterprise Group Incorporated	04/16/2024	Management	14	Eliminate Supermajority Vote Requirements to Remove a Director Without Cause	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
Public Service Enterprise Group Incorporated	04/16/2024	Management	15	Eliminate Supermajority Vote Requirement to Amend Bylaws	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
Public Service Enterprise Group Incorporated	04/16/2024	Management	16	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Public Storage	05/07/2024	Management	1	Elect Director Ronald L. Havner, Jr.	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	05/07/2024	Management	2	Elect Director Tamara Hughes Gustavson	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	05/07/2024	Management	3	Elect Director Shankh S. Mitra	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	05/07/2024	Management	4	Elect Director Rebecca Owen	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	05/07/2024	Management	5	Elect Director Kristy M. Pipes	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	05/07/2024	Management	6	Elect Director Avedick B. Poladian	For	For	Against	Against	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	05/07/2024	Management	7	Elect Director John Reyes	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	05/07/2024	Management	8	Elect Director Joseph D. Russell, Jr.	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	05/07/2024	Management	9	Elect Director Tariq M. Shaukat	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	05/07/2024	Management	10	Elect Director Ronald P. Spogli	For	For	Against	Against	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	05/07/2024	Management	11	Elect Director Paul S. Williams	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Public Storage	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Public Storage	05/07/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PulteGroup, Inc.	05/06/2024	Management	1	Elect Director Kristen Actis-Grande	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Folliard, Ryan Marshall, Brian Anderson, Bryce Blair, Cheryl Grise, and Andre Hawaux are warranted for lack of a majority independent board. Votes AGAINST Brian Anderson, Bryce Blair, Cheryl Grise and Andre Hawaux are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/06/2024	Management	2	Elect Director Brian P. Anderson	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Folliard, Ryan Marshall, Brian Anderson, Bryce Blair, Cheryl Grise, and Andre Hawaux are warranted for lack of a majority independent board. Votes AGAINST Brian Anderson, Bryce Blair, Cheryl Grise and Andre Hawaux are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/06/2024	Management	3	Elect Director Bryce Blair	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Folliard, Ryan Marshall, Brian Anderson, Bryce Blair, Cheryl Grise, and Andre Hawaux are warranted for lack of a majority independent board. Votes AGAINST Brian Anderson, Bryce Blair, Cheryl Grise and Andre Hawaux are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/06/2024	Management	4	Elect Director Thomas J. Folliard	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Folliard, Ryan Marshall, Brian Anderson, Bryce Blair, Cheryl Grise, and Andre Hawaux are warranted for lack of a majority independent board. Votes AGAINST Brian Anderson, Bryce Blair, Cheryl Grise and Andre Hawaux are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/06/2024	Management	5	Elect Director Cheryl W. Grise	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Folliard, Ryan Marshall, Brian Anderson, Bryce Blair, Cheryl Grise, and Andre Hawaux are warranted for lack of a majority independent board. Votes AGAINST Brian Anderson, Bryce Blair, Cheryl Grise and Andre Hawaux are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PulteGroup, Inc.	05/06/2024	Management	6	Elect Director Andre J. Hawaux	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Folliard, Ryan Marshall, Brian Anderson, Bryce Blair, Cheryl Grise, and Andre Hawaux are warranted for lack of a majority independent board. Votes AGAINST Brian Anderson, Bryce Blair, Cheryl Grise and Andre Hawaux are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/06/2024	Management	7	Elect Director J. Phillip Holloman	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Folliard, Ryan Marshall, Brian Anderson, Bryce Blair, Cheryl Grise, and Andre Hawaux are warranted for lack of a majority independent board. Votes AGAINST Brian Anderson, Bryce Blair, Cheryl Grise and Andre Hawaux are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/06/2024	Management	8	Elect Director Ryan R. Marshall	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Folliard, Ryan Marshall, Brian Anderson, Bryce Blair, Cheryl Grise, and Andre Hawaux are warranted for lack of a majority independent board. Votes AGAINST Brian Anderson, Bryce Blair, Cheryl Grise and Andre Hawaux are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/06/2024	Management	9	Elect Director John R. Peshkin	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Folliard, Ryan Marshall, Brian Anderson, Bryce Blair, Cheryl Grise, and Andre Hawaux are warranted for lack of a majority independent board. Votes AGAINST Brian Anderson, Bryce Blair, Cheryl Grise and Andre Hawaux are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/06/2024	Management	10	Elect Director Scott F. Powers	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Folliard, Ryan Marshall, Brian Anderson, Bryce Blair, Cheryl Grise, and Andre Hawaux are warranted for lack of a majority independent board. Votes AGAINST Brian Anderson, Bryce Blair, Cheryl Grise and Andre Hawaux are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PulteGroup, Inc.	05/06/2024	Management	11	Elect Director Lila Snyder	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Folliard, Ryan Marshall, Brian Anderson, Bryce Blair, Cheryl Grise, and Andre Hawaux are warranted for lack of a majority independent board. Votes AGAINST Brian Anderson, Bryce Blair, Cheryl Grise and Andre Hawaux are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/06/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PulteGroup, Inc.	05/06/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
PulteGroup, Inc.	05/06/2024	Management	14	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Pure Storage, Inc.	06/12/2024	Management	1	Elect Director Jeff Rothschild	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Jeffrey (Jeff) Rothschild and Mallun Yen given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Susan (Sue) Taylor is warranted.
Pure Storage, Inc.	06/12/2024	Management	2	Elect Director Susan Taylor	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Jeffrey (Jeff) Rothschild and Mallun Yen given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Susan (Sue) Taylor is warranted.
Pure Storage, Inc.	06/12/2024	Management	3	Elect Director Mallun Yen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Jeffrey (Jeff) Rothschild and Mallun Yen given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Susan (Sue) Taylor is warranted.
Pure Storage, Inc.	06/12/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pure Storage, Inc.	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Although incentive programs were primarily based on pre-set objective measures and the committee introduced a long-term equity award in FY24, there are significant concerns regarding pay decisions, program structure, and the magnitude of awards provided to NEOs. PSU awards utilize a relatively short one-year performance period, and concerns are magnified as the company made modifications to these awards, which resulted in a significant incremental fair value disclosure of more than \$11 million for the CEO. Furthermore, while the company introduced longer term performance-based awards that utilized milestone goals, it resulted in outsized equity award values to all NEOs. In addition, while the aggregate performance of corporate performance measures in the STI were achieved below target, some concerns are raised as NEOs received above-target payouts following the committee's assessment of individual performance. On balance of these factors, a vote AGAINST this proposal is warranted.
PVH Corp.	06/20/2024	Management	1	Elect Director Ajay Bhalla	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	2	Elect Director Michael M. Calbert	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	3	Elect Director Brent Callinicos	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	4	Elect Director George Cheeks	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	5	Elect Director Stefan Larsson	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	6	Elect Director G. Penny McIntyre	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	7	Elect Director Amy Mcpherson	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	8	Elect Director Allison Peterson - Withdrawn Resolution					
PVH Corp.	06/20/2024	Management	9	Elect Director Judith Amanda Sourry Knox	For	For	For	For	A vote FOR the director nominees is warranted.
PVH Corp.	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
PVH Corp.	06/20/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
QUALCOMM Incorporated	03/05/2024	Management	1	Elect Director Sylvia Acevedo	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/05/2024	Management	2	Elect Director Cristiano R. Amon	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/05/2024	Management	3	Elect Director Mark Fields	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/05/2024	Management	4	Elect Director Jeffrey W. Henderson	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/05/2024	Management	5	Elect Director Gregory N. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/05/2024	Management	6	Elect Director Ann M. Livermore	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/05/2024	Management	7	Elect Director Mark D. McLaughlin	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/05/2024	Management	8	Elect Director Jamie S. Miller	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/05/2024	Management	9	Elect Director Irene B. Rosenfeld	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/05/2024	Management	10	Elect Director Kornelis (Neil) Smit	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/05/2024	Management	11	Elect Director Jean-Pascal Tricoire	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/05/2024	Management	12	Elect Director Anthony J. Vinciguerra	For	For	For	For	A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
QUALCOMM Incorporated	03/05/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
QUALCOMM Incorporated	03/05/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
QUALCOMM Incorporated	03/05/2024	Management	15	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan administrator may provide loans to officers to exercise awards.
QUALCOMM Incorporated	03/05/2024	Management	16	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
QUALCOMM Incorporated	03/05/2024	Management	17	Amend Bylaws to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Quanta Services, Inc.	05/24/2024	Management	1	Elect Director Earl C. (Duke) Austin, Jr.	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/24/2024	Management	2	Elect Director Warner L. Baxter	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/24/2024	Management	3	Elect Director Doyle N. Beneby	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/24/2024	Management	4	Elect Director Vincent D. Foster	For	For	Against	Against	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/24/2024	Management	5	Elect Director Bernard Fried	For	For	Against	Against	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/24/2024	Management	6	Elect Director Worthing F. Jackman	For	For	Against	Against	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/24/2024	Management	7	Elect Director Holli C. Ladhani	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Quanta Services, Inc.	05/24/2024	Management	8	Elect Director Jo-ann dePass Olsovsky	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/24/2024	Management	9	Elect Director R. Scott Rowe	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/24/2024	Management	10	Elect Director Raul J. Valentin	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/24/2024	Management	11	Elect Director Martha B. Wyrsh	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Quanta Services, Inc.	05/24/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Quanta Services, Inc.	05/24/2024	Management	14	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Quest Diagnostics Incorporated	05/16/2024	Management	1	Elect Director James E. Davis	For	For	For	For	Votes AGAINST Timothy Ring and Gary Pfeiffer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/16/2024	Management	2	Elect Director Luis A. Diaz, Jr.	For	For	For	For	Votes AGAINST Timothy Ring and Gary Pfeiffer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/16/2024	Management	3	Elect Director Tracey C. Doi	For	For	For	For	Votes AGAINST Timothy Ring and Gary Pfeiffer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/16/2024	Management	4	Elect Director Vicky B. Gregg	For	For	For	For	Votes AGAINST Timothy Ring and Gary Pfeiffer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/16/2024	Management	5	Elect Director Wright L. Lassiter, III	For	For	For	For	Votes AGAINST Timothy Ring and Gary Pfeiffer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Quest Diagnostics Incorporated	05/16/2024	Management	6	Elect Director Timothy L. Main	For	For	For	For	Votes AGAINST Timothy Ring and Gary Pfeiffer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/16/2024	Management	7	Elect Director Denise M. Morrison	For	For	For	For	Votes AGAINST Timothy Ring and Gary Pfeiffer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/16/2024	Management	8	Elect Director Gary M. Pfeiffer	For	For	Against	Against	Votes AGAINST Timothy Ring and Gary Pfeiffer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/16/2024	Management	9	Elect Director Timothy M. Ring	For	For	Against	Against	Votes AGAINST Timothy Ring and Gary Pfeiffer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/16/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Quest Diagnostics Incorporated	05/16/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Quest Diagnostics Incorporated	05/16/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Quest Diagnostics Incorporated	05/16/2024	Shareholder	13	Adopt Near and Long-Term Science-Based GHG Emissions Reduction Targets Aligned with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as many peer companies have set or committed to science-based targets and this proposal may help the company prepare for climate-disclosure regulations.
QuidelOrtho Corporation	05/14/2024	Management	1	Elect Director Kenneth F. Buechler	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	2	Elect Director Evelyn S. Dilsaver	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	3	Elect Director Edward L. Michael	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	4	Elect Director Mary Lake Polan	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
QuidelOrtho Corporation	05/14/2024	Management	5	Elect Director James R. Prutow	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	6	Elect Director Ann D. Rhoads	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	7	Elect Director Robert R. Schmidt	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	8	Elect Director Matthew W. Strobeck	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	9	Elect Director Kenneth J. Widder	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	10	Elect Director Joseph D. Wilkins, Jr.	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corporation	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
QuidelOrtho Corporation	05/14/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Raymond James Financial, Inc.	02/22/2024	Management	1	Elect Director Marlene Debel	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/22/2024	Management	2	Elect Director Robert M. Dutkowsky	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/22/2024	Management	3	Elect Director Jeffrey N. Edwards	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/22/2024	Management	4	Elect Director Benjamin C. Esty	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/22/2024	Management	5	Elect Director Art A. Garcia	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Raymond James Financial, Inc.	02/22/2024	Management	6	Elect Director Anne Gates	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/22/2024	Management	7	Elect Director Gordon L. Johnson	For	For	Against	Against	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/22/2024	Management	8	Elect Director Raymond W. McDaniel, Jr.	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/22/2024	Management	9	Elect Director Roderick C. McGeary	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/22/2024	Management	10	Elect Director Paul C. Reilly	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/22/2024	Management	11	Elect Director Raj Seshadri	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Raymond James Financial, Inc.	02/22/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rayonier Inc.	05/16/2024	Management	1	Elect Director Scott R. Jones	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/16/2024	Management	2	Elect Director Keith E. Bass	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/16/2024	Management	3	Elect Director Gregg A. Gonsalves	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/16/2024	Management	4	Elect Director V. Larkin Martin	For	For	Against	Against	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/16/2024	Management	5	Elect Director Mark D. McHugh	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/16/2024	Management	6	Elect Director Meridee A. Moore	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/16/2024	Management	7	Elect Director Ann C. Nelson	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rayonier Inc.	05/16/2024	Management	8	Elect Director Matthew J. Rivers	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/16/2024	Management	9	Elect Director Andrew G. Wiltshire	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/16/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Rayonier Inc.	05/16/2024	Management	11	Ratify Ernst & Young, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RB Global, Inc.	05/07/2024	Management	1	Elect Director Robert George Elton	For	For	Against	Against	Votes AGAINST Robert (Bob) Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RB Global, Inc.	05/07/2024	Management	2	Elect Director Jim Kessler	For	For	For	For	Votes AGAINST Robert (Bob) Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RB Global, Inc.	05/07/2024	Management	3	Elect Director Brian Bales	For	For	For	For	Votes AGAINST Robert (Bob) Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RB Global, Inc.	05/07/2024	Management	4	Elect Director Adam DeWitt	For	For	For	For	Votes AGAINST Robert (Bob) Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RB Global, Inc.	05/07/2024	Management	5	Elect Director Gregory B. Morrison	For	For	For	For	Votes AGAINST Robert (Bob) Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RB Global, Inc.	05/07/2024	Management	6	Elect Director Timothy O'Day	For	For	For	For	Votes AGAINST Robert (Bob) Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RB Global, Inc.	05/07/2024	Management	7	Elect Director Sarah Raiss	For	For	For	For	Votes AGAINST Robert (Bob) Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RB Global, Inc.	05/07/2024	Management	8	Elect Director Michael Sieger	For	For	For	For	Votes AGAINST Robert (Bob) Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RB Global, Inc.	05/07/2024	Management	9	Elect Director Jeffrey C. Smith	For	For	For	For	Votes AGAINST Robert (Bob) Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RB Global, Inc.	05/07/2024	Management	10	Elect Director Debbie Stein	For	For	For	For	Votes AGAINST Robert (Bob) Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RB Global, Inc.	05/07/2024	Management	11	Elect Director Carol M. Stephenson	For	For	For	For	Votes AGAINST Robert (Bob) Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RB Global, Inc.	05/07/2024	Management	12	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
RB Global, Inc.	05/07/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
RB Global, Inc.	05/07/2024	Management	14	Approve Continuance of Company [CBCA to OBCA]	For	Against	Against	Against	Vote AGAINST this resolution. While the continuance per se does not affect shareholders adversely, the proposed by-law bundled with this continuance resolution contains the following problematic provisions: * the by-law contains a provision providing the board discretion to host virtual-only meetings; and * the proposed document contains an advance notice provision which is offside best practices within the Canadian market.
Realty Income Corporation	05/30/2024	Management	1	Elect Director Priscilla Almodovar	For	For	For	For	Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins and Gregory McLaughlin are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Reginald (Reggie) Gilyard are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/30/2024	Management	2	Elect Director Jacqueline Brady	For	For	For	For	Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins and Gregory McLaughlin are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Reginald (Reggie) Gilyard are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/30/2024	Management	3	Elect Director A. Larry Chapman	For	For	Against	Against	Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins and Gregory McLaughlin are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Reginald (Reggie) Gilyard are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/30/2024	Management	4	Elect Director Reginald H. Gilyard	For	For	Against	Against	Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins and Gregory McLaughlin are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Reginald (Reggie) Gilyard are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/30/2024	Management	5	Elect Director Mary Hogan Preusse	For	For	For	For	Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins and Gregory McLaughlin are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Reginald (Reggie) Gilyard are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Realty Income Corporation	05/30/2024	Management	6	Elect Director Priya Cherian Huskins	For	For	Against	Against	Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins and Gregory McLaughlin are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Reginald (Reggie) Gilyard are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/30/2024	Management	7	Elect Director Jeff A. Jacobson	For	For	For	For	Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins and Gregory McLaughlin are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Reginald (Reggie) Gilyard are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/30/2024	Management	8	Elect Director Gerardo I. Lopez	For	For	For	For	Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins and Gregory McLaughlin are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Reginald (Reggie) Gilyard are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/30/2024	Management	9	Elect Director Michael D. McKee	For	For	Against	Against	Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins and Gregory McLaughlin are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Reginald (Reggie) Gilyard are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/30/2024	Management	10	Elect Director Gregory T. McLaughlin	For	For	Against	Against	Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins and Gregory McLaughlin are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Reginald (Reggie) Gilyard are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/30/2024	Management	11	Elect Director Sumit Roy	For	For	For	For	Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins and Gregory McLaughlin are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Reginald (Reggie) Gilyard are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/30/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Realty Income Corporation	05/30/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Regal Rexnord Corporation	04/23/2024	Management	1	Elect Director Jan A. Bertsch	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/23/2024	Management	2	Elect Director Stephen M. Burt	For	For	Against	Against	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/23/2024	Management	3	Elect Director Anesa T. Chaibi	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/23/2024	Management	4	Elect Director Theodore D. Crandall	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/23/2024	Management	5	Elect Director Michael P. Doss	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/23/2024	Management	6	Elect Director Michael F. Hilton	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/23/2024	Management	7	Elect Director Louis V. Pinkham	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/23/2024	Management	8	Elect Director Rakesh Sachdev	For	For	Against	Against	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/23/2024	Management	9	Elect Director Curtis W. Stoelting	For	For	Against	Against	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/23/2024	Management	10	Elect Director Robin A. Walker-Lee	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Regal Rexnord Corporation	04/23/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Regency Centers Corporation	05/01/2024	Management	1	Elect Director Martin E. Stein, Jr.	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Regency Centers Corporation	05/01/2024	Management	2	Elect Director Bryce Blair	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Regency Centers Corporation	05/01/2024	Management	3	Elect Director C. Ronald Blankenship	For	For	Against	Against	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Regency Centers Corporation	05/01/2024	Management	4	Elect Director Kristin A. Campbell	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Regency Centers Corporation	05/01/2024	Management	5	Elect Director Deirdre J. Evens	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Regency Centers Corporation	05/01/2024	Management	6	Elect Director Thomas W. Furphy	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Regency Centers Corporation	05/01/2024	Management	7	Elect Director Karin M. Klein	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Regency Centers Corporation	05/01/2024	Management	8	Elect Director Peter D. Linneman	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Regency Centers Corporation	05/01/2024	Management	9	Elect Director David P. O'Connor	For	For	Against	Against	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Regency Centers Corporation	05/01/2024	Management	10	Elect Director Lisa Palmer	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Regency Centers Corporation	05/01/2024	Management	11	Elect Director James H. Simmons, III	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Regency Centers Corporation	05/01/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Regency Centers Corporation	05/01/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Regeneron Pharmaceuticals, Inc.	06/14/2024	Management	1	Elect Director N. Anthony Coles	For	For	For	For	Votes AGAINST non-independent nominees Arthur Ryan, David Schenkein and George Sing are warranted for lack of a majority independent board. Votes AGAINST Arthur Ryan and George Sing are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Arthur Ryan, the governance committee chair and sole governance committee member standing for election, are warranted given the board's failure to remove or subject to a reasonable sunset requirement the company's dual-class capital structure. A vote FOR the remaining director nominees is warranted.
Regeneron Pharmaceuticals, Inc.	06/14/2024	Management	2	Elect Director Kathryn Guarini	For	For	For	For	Votes AGAINST non-independent nominees Arthur Ryan, David Schenkein and George Sing are warranted for lack of a majority independent board. Votes AGAINST Arthur Ryan and George Sing are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Arthur Ryan, the governance committee chair and sole governance committee member standing for election, are warranted given the board's failure to remove or subject to a reasonable sunset requirement the company's dual-class capital structure. A vote FOR the remaining director nominees is warranted.
Regeneron Pharmaceuticals, Inc.	06/14/2024	Management	3	Elect Director Arthur F. Ryan	For	Against	Against	Against	Votes AGAINST non-independent nominees Arthur Ryan, David Schenkein and George Sing are warranted for lack of a majority independent board. Votes AGAINST Arthur Ryan and George Sing are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Arthur Ryan, the governance committee chair and sole governance committee member standing for election, are warranted given the board's failure to remove or subject to a reasonable sunset requirement the company's dual-class capital structure. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Regeneron Pharmaceuticals, Inc.	06/14/2024	Management	4	Elect Director David P. Schenkein	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur Ryan, David Schenkein and George Sing are warranted for lack of a majority independent board. Votes AGAINST Arthur Ryan and George Sing are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Arthur Ryan, the governance committee chair and sole governance committee member standing for election, are warranted given the board's failure to remove or subject to a reasonable sunset requirement the company's dual-class capital structure. A vote FOR the remaining director nominees is warranted.
Regeneron Pharmaceuticals, Inc.	06/14/2024	Management	5	Elect Director George L. Sing	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur Ryan, David Schenkein and George Sing are warranted for lack of a majority independent board. Votes AGAINST Arthur Ryan and George Sing are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Arthur Ryan, the governance committee chair and sole governance committee member standing for election, are warranted given the board's failure to remove or subject to a reasonable sunset requirement the company's dual-class capital structure. A vote FOR the remaining director nominees is warranted.
Regeneron Pharmaceuticals, Inc.	06/14/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Regeneron Pharmaceuticals, Inc.	06/14/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided inordinate amounts of personal use of corporate aircraft, life insurance, and financial planning to the CEO, and other aggregate perquisites to certain executives. * The company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Regeneron Pharmaceuticals, Inc.	06/14/2024	Shareholder	8	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement enhances shareholder rights.
Regions Financial Corporation	04/17/2024	Management	1	Elect Director Mark A. Crosswhite	For	For	For	For	Votes AGAINST Ruth Ann Marshall and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/17/2024	Management	2	Elect Director Noopur Davis	For	For	For	For	Votes AGAINST Ruth Ann Marshall and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Regions Financial Corporation	04/17/2024	Management	3	Elect Director Zhanna Golodryga	For	For	For	For	Votes AGAINST Ruth Ann Marshall and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/17/2024	Management	4	Elect Director J. Thomas Hill	For	For	For	For	Votes AGAINST Ruth Ann Marshall and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/17/2024	Management	5	Elect Director Joia M. Johnson	For	For	For	For	Votes AGAINST Ruth Ann Marshall and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/17/2024	Management	6	Elect Director Ruth Ann Marshall	For	For	Against	Against	Votes AGAINST Ruth Ann Marshall and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/17/2024	Management	7	Elect Director James T. Prokopanko	For	For	For	For	Votes AGAINST Ruth Ann Marshall and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/17/2024	Management	8	Elect Director Alison S. Rand	For	For	For	For	Votes AGAINST Ruth Ann Marshall and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/17/2024	Management	9	Elect Director William C. Rhodes, III	For	For	For	For	Votes AGAINST Ruth Ann Marshall and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/17/2024	Management	10	Elect Director Lee J. Styslinger, III	For	For	Against	Against	Votes AGAINST Ruth Ann Marshall and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/17/2024	Management	11	Elect Director Jose S. Suquet	For	For	For	For	Votes AGAINST Ruth Ann Marshall and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/17/2024	Management	12	Elect Director John M. Turner, Jr.	For	For	For	For	Votes AGAINST Ruth Ann Marshall and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/17/2024	Management	13	Elect Director Timothy Vines	For	For	For	For	Votes AGAINST Ruth Ann Marshall and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Regions Financial Corporation	04/17/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Regions Financial Corporation	04/17/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Regions Financial Corporation	04/17/2024	Management	16	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Regions Financial Corporation	04/17/2024	Shareholder	17	Report on Risks Related to Discrimination Against Individuals Including Religious/Political Views	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its anti-discrimination policies.
Reinsurance Group of America, Incorporated	05/22/2024	Management	1	Elect Director Pina Albo	For	For	For	For	A vote FOR all director nominees is warranted.
Reinsurance Group of America, Incorporated	05/22/2024	Management	2	Elect Director Michele Bang	For	For	For	For	A vote FOR all director nominees is warranted.
Reinsurance Group of America, Incorporated	05/22/2024	Management	3	Elect Director Tony Cheng	For	For	For	For	A vote FOR all director nominees is warranted.
Reinsurance Group of America, Incorporated	05/22/2024	Management	4	Elect Director John J. Gauthier	For	For	For	For	A vote FOR all director nominees is warranted.
Reinsurance Group of America, Incorporated	05/22/2024	Management	5	Elect Director Patricia L. Guinn	For	For	For	For	A vote FOR all director nominees is warranted.
Reinsurance Group of America, Incorporated	05/22/2024	Management	6	Elect Director Hazel M. McNeilage	For	For	For	For	A vote FOR all director nominees is warranted.
Reinsurance Group of America, Incorporated	05/22/2024	Management	7	Elect Director George Nichols, III	For	For	For	For	A vote FOR all director nominees is warranted.
Reinsurance Group of America, Incorporated	05/22/2024	Management	8	Elect Director Stephen O'Hearn	For	For	For	For	A vote FOR all director nominees is warranted.
Reinsurance Group of America, Incorporated	05/22/2024	Management	9	Elect Director Alison Rand	For	For	For	For	A vote FOR all director nominees is warranted.
Reinsurance Group of America, Incorporated	05/22/2024	Management	10	Elect Director Shundrawn Thomas	For	For	For	For	A vote FOR all director nominees is warranted.
Reinsurance Group of America, Incorporated	05/22/2024	Management	11	Elect Director Khanh T. Tran	For	For	For	For	A vote FOR all director nominees is warranted.
Reinsurance Group of America, Incorporated	05/22/2024	Management	12	Elect Director Steven C. Van Wyk	For	For	For	For	A vote FOR all director nominees is warranted.
Reinsurance Group of America, Incorporated	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Reinsurance Group of America, Incorporated	05/22/2024	Management	14	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable employer contribution, and has reasonable limits on employee contributions.
Reinsurance Group of America, Incorporated	05/22/2024	Management	15	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Reliance, Inc.	05/15/2024	Management	1	Elect Director Lisa L. Baldwin	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Reliance, Inc.	05/15/2024	Management	2	Elect Director Karen W. Colonias	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance, Inc.	05/15/2024	Management	3	Elect Director Frank J. Dellaquila	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance, Inc.	05/15/2024	Management	4	Elect Director Mark V. Kaminski	For	For	Against	Against	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance, Inc.	05/15/2024	Management	5	Elect Director Karla R. Lewis	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance, Inc.	05/15/2024	Management	6	Elect Director Robert A. McEvoy	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance, Inc.	05/15/2024	Management	7	Elect Director David W. Seeger	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance, Inc.	05/15/2024	Management	8	Elect Director Douglas W. Stotlar	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance, Inc.	05/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Reliance, Inc.	05/15/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Reliance, Inc.	05/15/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
RenaissanceRe Holdings Ltd.	05/13/2024	Management	1	Elect Director Brian G. J. Gray	For	For	For	For	A vote FOR the director nominees is warranted.
RenaissanceRe Holdings Ltd.	05/13/2024	Management	2	Elect Director Duncan P. Hennes	For	For	For	For	A vote FOR the director nominees is warranted.
RenaissanceRe Holdings Ltd.	05/13/2024	Management	3	Elect Director Kevin J. O'Donnell	For	For	For	For	A vote FOR the director nominees is warranted.
RenaissanceRe Holdings Ltd.	05/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, due to an unmitigated pay-for-performance misalignment. The STI is predominantly based on quantified pre-set goals and half of annual LTI awards are performance-conditioned. However, the structure of the CEO's one-time award raises certain concerns, particularly given the additional pay opportunities provided. A large portion of the award lacks quantified, pre-set performance goals, and there are potential goal rigor concerns with the remaining portion. The STI program also raises certain goal rigor and disclosure concerns, which are heightened in the context of relatively large opportunities and an above-target payout. Lastly, the company provided the CEO an inordinate amount of aggregate perquisites.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
RenaissanceRe Holdings Ltd.	05/13/2024	Management	5	Approve PricewaterhouseCoopers Ltd. as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Repligen Corporation	05/16/2024	Management	1	Elect Director Tony J. Hunt	For	For	For	For	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/16/2024	Management	2	Elect Director Karen A. Dawes	For	For	Against	Against	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/16/2024	Management	3	Elect Director Nicolas M. Barthelemy	For	For	For	For	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/16/2024	Management	4	Elect Director Carrie Eglinton Manner	For	For	For	For	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/16/2024	Management	5	Elect Director Konstantin Konstantinov	For	For	For	For	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/16/2024	Management	6	Elect Director Martin D. Madaus	For	For	For	For	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/16/2024	Management	7	Elect Director Rohin Mhatre	For	For	For	For	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/16/2024	Management	8	Elect Director Glenn P. Muir	For	For	For	For	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/16/2024	Management	9	Elect Director Margaret A. Pax	For	For	For	For	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/16/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: - the non-auditing consulting fees represent more than 25 percent of total fees paid; and - the auditor's tenure at the company exceeds seven years.
Repligen Corporation	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Republic Services, Inc.	05/23/2024	Management	1	Elect Director Manny Kadre	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Republic Services, Inc.	05/23/2024	Management	2	Elect Director Tomago Collins	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/23/2024	Management	3	Elect Director Michael A. Duffy	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/23/2024	Management	4	Elect Director Thomas W. Handley	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/23/2024	Management	5	Elect Director Jennifer M. Kirk	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/23/2024	Management	6	Elect Director Michael Larson	For	For	Against	Against	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/23/2024	Management	7	Elect Director N. Thomas Linebarger	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/23/2024	Management	8	Elect Director Meg Reynolds	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/23/2024	Management	9	Elect Director James P. Snee	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/23/2024	Management	10	Elect Director Brian S. Tyler	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Republic Services, Inc.	05/23/2024	Management	11	Elect Director Jon Vander Ark	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/23/2024	Management	12	Elect Director Sandra M. Volpe	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/23/2024	Management	13	Elect Director Katharine B. Weymouth	For	For	Against	Against	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Republic Services, Inc.	05/23/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Republic Services, Inc.	05/23/2024	Shareholder	16	Report on "Just Transition"	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on how the company's net zero transition goals will be achieved in a manner consistent with just transition principles.
Revvity, Inc.	04/23/2024	Management	1	Elect Director Peter Barrett	For	For	Against	Against	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Revvity, Inc.	04/23/2024	Management	2	Elect Director Samuel R. Chapin	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Revvity, Inc.	04/23/2024	Management	3	Elect Director Michael A. Klobuchar	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Revvity, Inc.	04/23/2024	Management	4	Elect Director Michelle McMurry-Heath	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Revvity, Inc.	04/23/2024	Management	5	Elect Director Alexis P. Michas	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Revvity, Inc.	04/23/2024	Management	6	Elect Director Prahlad R. Singh	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Revvity, Inc.	04/23/2024	Management	7	Elect Director Sophie V. Vandebroek	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Revvity, Inc.	04/23/2024	Management	8	Elect Director Michel Vounatsos	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Revvity, Inc.	04/23/2024	Management	9	Elect Director Frank Witney	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Revvity, Inc.	04/23/2024	Management	10	Elect Director Pascale Witz	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Revvity, Inc.	04/23/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Revvity, Inc.	04/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Revvity, Inc.	04/23/2024	Shareholder	13	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
Reynolds Consumer Products Inc.	04/24/2024	Management	1	Elect Director Helen Golding	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Helen Golding and Allen Hugli are warranted for lack of a majority independent board. WITHHOLD votes for Helen Golding are also warranted (i) for serving as a non-independent member of certain key board committees and (ii) as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Christine Montenegro McGrath is warranted.
Reynolds Consumer Products Inc.	04/24/2024	Management	2	Elect Director Allen P. Hugli	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Helen Golding and Allen Hugli are warranted for lack of a majority independent board. WITHHOLD votes for Helen Golding are also warranted (i) for serving as a non-independent member of certain key board committees and (ii) as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Christine Montenegro McGrath is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Reynolds Consumer Products Inc.	04/24/2024	Management	3	Elect Director Christine Montenegro McGrath	For	For	For	For	WITHHOLD votes for non-independent nominees Helen Golding and Allen Hugli are warranted for lack of a majority independent board. WITHHOLD votes for Helen Golding are also warranted (i) for serving as a non-independent member of certain key board committees and (ii) as a Governance Committee member, given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Christine Montenegro McGrath is warranted.
Reynolds Consumer Products Inc.	04/24/2024	Management	4	Amend Certificate of Incorporation to Allow the Exculpation of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
Reynolds Consumer Products Inc.	04/24/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Reynolds Consumer Products Inc.	04/24/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
RH	06/27/2024	Management	1	Elect Director Gary Friedman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gary Friedman, Carlos Alberini and Keith Belling are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Gary Friedman, Carlos Alberini, and Keith Belling are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
RH	06/27/2024	Management	2	Elect Director Carlos Alberini	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gary Friedman, Carlos Alberini and Keith Belling are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Gary Friedman, Carlos Alberini, and Keith Belling are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
RH	06/27/2024	Management	3	Elect Director Keith Belling	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gary Friedman, Carlos Alberini and Keith Belling are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Gary Friedman, Carlos Alberini, and Keith Belling are warranted due to the board's unilateral adoption of an exclusive forum bylaw.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
RH	06/27/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the concerns raised with regards to the excessive severance provision in legacy agreements, the company's lack of risk mitigating provisions, and the lack of performance metrics for long-term awards granted to certain NEOs in the most recent fiscal year.
RH	06/27/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rithm Capital Corp.	05/23/2024	Management	1	Elect Director Kevin J. Finnerty	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Nierenberg and Kevin Finnerty are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Finnerty are also warranted for serving as a non-independent member of a key board committee. A vote FOR Patrice M. Le Melle is warranted.
Rithm Capital Corp.	05/23/2024	Management	2	Elect Director Michael Nierenberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Nierenberg and Kevin Finnerty are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Finnerty are also warranted for serving as a non-independent member of a key board committee. A vote FOR Patrice M. Le Melle is warranted.
Rithm Capital Corp.	05/23/2024	Management	3	Elect Director Patrice M. Le Melle	For	For	For	For	WITHHOLD votes for non-independent nominees Michael (Mike) Nierenberg and Kevin Finnerty are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Finnerty are also warranted for serving as a non-independent member of a key board committee. A vote FOR Patrice M. Le Melle is warranted.
Rithm Capital Corp.	05/23/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rithm Capital Corp.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
RLI Corp.	05/02/2024	Management	1	Elect Director Michael E. Angelina	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	2	Elect Director David B. Duclos	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	3	Elect Director Susan S. Fleming	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
RLI Corp.	05/02/2024	Management	4	Elect Director Jordan W. Graham	For	For	Against	Against	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	5	Elect Director Clark C. Kellogg	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	6	Elect Director Craig W. Kliethermes	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	7	Elect Director Paul B. Medini	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	8	Elect Director Robert P. Restrepo, Jr.	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	9	Elect Director Debbie S. Roberts	For	For	For	For	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	10	Elect Director Michael J. Stone	For	For	Against	Against	Votes AGAINST Jordan Graham and Michael Stone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
RLI Corp.	05/02/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Robert Half Inc.	05/15/2024	Management	1	Elect Director Jana L. Barsten	For	For	For	For	Votes AGAINST Frederick Richman and Robert Pace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half Inc.	05/15/2024	Management	2	Elect Director Julia L. Coronado	For	For	For	For	Votes AGAINST Frederick Richman and Robert Pace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half Inc.	05/15/2024	Management	3	Elect Director Dirk A. Kempthorne	For	For	For	For	Votes AGAINST Frederick Richman and Robert Pace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Robert Half Inc.	05/15/2024	Management	4	Elect Director Harold M. Messmer, Jr.	For	For	For	For	Votes AGAINST Frederick Richman and Robert Pace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half Inc.	05/15/2024	Management	5	Elect Director Marc H. Morial	For	For	For	For	Votes AGAINST Frederick Richman and Robert Pace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half Inc.	05/15/2024	Management	6	Elect Director Robert J. Pace	For	For	Against	Against	Votes AGAINST Frederick Richman and Robert Pace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half Inc.	05/15/2024	Management	7	Elect Director Frederick A. Richman	For	For	Against	Against	Votes AGAINST Frederick Richman and Robert Pace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half Inc.	05/15/2024	Management	8	Elect Director M. Keith Waddell	For	For	For	For	Votes AGAINST Frederick Richman and Robert Pace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half Inc.	05/15/2024	Management	9	Elect Director Marnie H. Wilking	For	For	For	For	Votes AGAINST Frederick Richman and Robert Pace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half Inc.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Robert Half Inc.	05/15/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Robinhood Markets, Inc.	06/26/2024	Management	1	Elect Director Vladimir Tenev	For	For	For	For	Votes AGAINST Governance Committee members Jonathan Rubinstein and Oluwadara (Dara) Treseder are warranted due to the company's adoption of a dual-class capital structure with unequal voting rights, without subjecting the structure to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Robinhood Markets, Inc.	06/26/2024	Management	2	Elect Director Baiju Bhatt	For	For	For	For	Votes AGAINST Governance Committee members Jonathan Rubinstein and Oluwadara (Dara) Treseder are warranted due to the company's adoption of a dual-class capital structure with unequal voting rights, without subjecting the structure to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Robinhood Markets, Inc.	06/26/2024	Management	3	Elect Director Paula Loop	For	For	For	For	Votes AGAINST Governance Committee members Jonathan Rubinstein and Oluwadara (Dara) Treseder are warranted due to the company's adoption of a dual-class capital structure with unequal voting rights, without subjecting the structure to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Robinhood Markets, Inc.	06/26/2024	Management	4	Elect Director Meyer Malka	For	For	For	For	Votes AGAINST Governance Committee members Jonathan Rubinstein and Oluwadara (Dara) Treseder are warranted due to the company's adoption of a dual-class capital structure with unequal voting rights, without subjecting the structure to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Robinhood Markets, Inc.	06/26/2024	Management	5	Elect Director Jonathan Rubinstein	For	Against	Against	Against	Votes AGAINST Governance Committee members Jonathan Rubinstein and Oluwadara (Dara) Treseder are warranted due to the company's adoption of a dual-class capital structure with unequal voting rights, without subjecting the structure to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Robinhood Markets, Inc.	06/26/2024	Management	6	Elect Director Susan Segal	For	For	For	For	Votes AGAINST Governance Committee members Jonathan Rubinstein and Oluwadara (Dara) Treseder are warranted due to the company's adoption of a dual-class capital structure with unequal voting rights, without subjecting the structure to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Robinhood Markets, Inc.	06/26/2024	Management	7	Elect Director Dara Treseder	For	Against	Against	Against	Votes AGAINST Governance Committee members Jonathan Rubinstein and Oluwadara (Dara) Treseder are warranted due to the company's adoption of a dual-class capital structure with unequal voting rights, without subjecting the structure to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Robinhood Markets, Inc.	06/26/2024	Management	8	Elect Director Robert Zoellick	For	For	For	For	Votes AGAINST Governance Committee members Jonathan Rubinstein and Oluwadara (Dara) Treseder are warranted due to the company's adoption of a dual-class capital structure with unequal voting rights, without subjecting the structure to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Robinhood Markets, Inc.	06/26/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO inordinate amounts of personal use of corporate aircraft and security-related benefits. In addition, the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Robinhood Markets, Inc.	06/26/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Roblox Corporation	05/30/2024	Management	1	Elect Director Anthony P. Lee	For	Withhold	Withhold	Withhold	WITHHOLD votes for Anthony Lee are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Anthony Lee and Andrea Wong are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.
Roblox Corporation	05/30/2024	Management	2	Elect Director Andrea Wong	For	Withhold	Withhold	Withhold	WITHHOLD votes for Anthony Lee are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Anthony Lee and Andrea Wong are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.
Roblox Corporation	05/30/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided a very large security-related perquisite to the CEO.
Roblox Corporation	05/30/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Rockwell Automation, Inc.	02/06/2024	Management	1	Elect Director Alice L. Jolla	For	For	For	For	A vote FOR all director nominees is warranted.
Rockwell Automation, Inc.	02/06/2024	Management	2	Elect Director Lisa A. Payne	For	For	For	For	A vote FOR all director nominees is warranted.
Rockwell Automation, Inc.	02/06/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Rockwell Automation, Inc.	02/06/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rollins, Inc.	04/23/2024	Management	1	Elect Director Gary W. Rollins	For	For	Withhold	Withhold	WITHHOLD voted for incumbent nominees Gary Rollins, Paul Russell (Russ) Hardin, and Pamela (Pam) Rollins in light of the company's problematic practices, including the provision of excessive perquisites and related tax gross-ups to certain executives. A vote FOR Dale Jones is warranted.
Rollins, Inc.	04/23/2024	Management	2	Elect Director P. Russell Hardin	For	For	Withhold	Withhold	WITHHOLD voted for incumbent nominees Gary Rollins, Paul Russell (Russ) Hardin, and Pamela (Pam) Rollins in light of the company's problematic practices, including the provision of excessive perquisites and related tax gross-ups to certain executives. A vote FOR Dale Jones is warranted.
Rollins, Inc.	04/23/2024	Management	3	Elect Director Dale E. Jones	For	For	For	For	WITHHOLD voted for incumbent nominees Gary Rollins, Paul Russell (Russ) Hardin, and Pamela (Pam) Rollins in light of the company's problematic practices, including the provision of excessive perquisites and related tax gross-ups to certain executives. A vote FOR Dale Jones is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rollins, Inc.	04/23/2024	Management	4	Elect Director Pamela R. Rollins	For	For	Withhold	Withhold	WITHHOLD voted for incumbent nominees Gary Rollins, Paul Russell (Russ) Hardin, and Pamela (Pam) Rollins in light of the company's problematic practices, including the provision of excessive perquisites and related tax gross-ups to certain executives. A vote FOR Dale Jones is warranted.
Rollins, Inc.	04/23/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Roper Technologies, Inc.	06/12/2024	Management	1	Elect Director Shellye L. Archambeau	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/12/2024	Management	2	Elect Director Amy Woods Brinkley	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/12/2024	Management	3	Elect Director Irene M. Esteves	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/12/2024	Management	4	Elect Director L. Neil Hunn	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/12/2024	Management	5	Elect Director Robert D. Johnson	For	For	Against	Against	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/12/2024	Management	6	Elect Director Thomas P. Joyce, Jr.	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/12/2024	Management	7	Elect Director John F. Murphy	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/12/2024	Management	8	Elect Director Laura G. Thatcher	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/12/2024	Management	9	Elect Director Richard F. Wallman	For	For	Against	Against	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Roper Technologies, Inc.	06/12/2024	Management	10	Elect Director Christopher Wright	For	For	Against	Against	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/12/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Roper Technologies, Inc.	06/12/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Roper Technologies, Inc.	06/12/2024	Shareholder	13	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted as removing the supermajority vote requirement would improve shareholder rights.
Ross Stores, Inc.	05/22/2024	Management	1	Elect Director Michael Balmuth	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Balmuth, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett, Michael Hartshorn, and George Orban are warranted for lack of a majority independent board. Votes AGAINST K. Gunnar (Gunnar) Bjorklund, Michael Bush, and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/22/2024	Management	2	Elect Director K. Gunnar Bjorklund	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Balmuth, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett, Michael Hartshorn, and George Orban are warranted for lack of a majority independent board. Votes AGAINST K. Gunnar (Gunnar) Bjorklund, Michael Bush, and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/22/2024	Management	3	Elect Director Michael J. Bush	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Balmuth, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett, Michael Hartshorn, and George Orban are warranted for lack of a majority independent board. Votes AGAINST K. Gunnar (Gunnar) Bjorklund, Michael Bush, and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/22/2024	Management	4	Elect Director Edward G. Cannizzaro	For	For	For	For	Votes AGAINST non-independent nominees Michael Balmuth, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett, Michael Hartshorn, and George Orban are warranted for lack of a majority independent board. Votes AGAINST K. Gunnar (Gunnar) Bjorklund, Michael Bush, and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ross Stores, Inc.	05/22/2024	Management	5	Elect Director Sharon D. Garrett	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Balmuth, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett, Michael Hartshorn, and George Orban are warranted for lack of a majority independent board. Votes AGAINST K. Gunnar (Gunnar) Bjorklund, Michael Bush, and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/22/2024	Management	6	Elect Director Michael J. Hartshorn	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Balmuth, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett, Michael Hartshorn, and George Orban are warranted for lack of a majority independent board. Votes AGAINST K. Gunnar (Gunnar) Bjorklund, Michael Bush, and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/22/2024	Management	7	Elect Director Stephen D. Milligan	For	For	For	For	Votes AGAINST non-independent nominees Michael Balmuth, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett, Michael Hartshorn, and George Orban are warranted for lack of a majority independent board. Votes AGAINST K. Gunnar (Gunnar) Bjorklund, Michael Bush, and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/22/2024	Management	8	Elect Director Patricia H. Mueller	For	For	For	For	Votes AGAINST non-independent nominees Michael Balmuth, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett, Michael Hartshorn, and George Orban are warranted for lack of a majority independent board. Votes AGAINST K. Gunnar (Gunnar) Bjorklund, Michael Bush, and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/22/2024	Management	9	Elect Director George P. Orban	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Balmuth, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett, Michael Hartshorn, and George Orban are warranted for lack of a majority independent board. Votes AGAINST K. Gunnar (Gunnar) Bjorklund, Michael Bush, and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ross Stores, Inc.	05/22/2024	Management	10	Elect Director Barbara Rentler	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Balmuth, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett, Michael Hartshorn, and George Orban are warranted for lack of a majority independent board. Votes AGAINST K. Gunnar (Gunnar) Bjorklund, Michael Bush, and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/22/2024	Management	11	Elect Director Doniel N. Sutton	For	For	For	For	Votes AGAINST non-independent nominees Michael Balmuth, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett, Michael Hartshorn, and George Orban are warranted for lack of a majority independent board. Votes AGAINST K. Gunnar (Gunnar) Bjorklund, Michael Bush, and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Ross Stores, Inc.	05/22/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ross Stores, Inc.	05/22/2024	Shareholder	14	Disclose All Material Value Chain GHG Emissions	Against	For	For	For	A vote FOR this proposal is warranted. Disclosure of all material value chain GHG emissions would allow shareholders to better evaluate the company's progress toward its net zero ambition, and help it prepare for potential regulatory requirements.
Royal Gold, Inc.	05/23/2024	Management	1	Elect Director William Heissenbuttel	For	For	For	For	Votes FOR both director nominees are warranted.
Royal Gold, Inc.	05/23/2024	Management	2	Elect Director Jamie Sokalsky	For	For	For	For	Votes FOR both director nominees are warranted.
Royal Gold, Inc.	05/23/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Royal Gold, Inc.	05/23/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Royalty Pharma Plc	06/06/2024	Management	1	Elect Director Pablo Legorreta	For	For	For	For	Votes AGAINST incumbent Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, David Hodgson, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Royalty Pharma Plc	06/06/2024	Management	2	Elect Director Henry Fernandez	For	For	Against	Against	Votes AGAINST incumbent Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, David Hodgson, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/06/2024	Management	3	Elect Director Bonnie Bassler	For	For	For	For	Votes AGAINST incumbent Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, David Hodgson, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/06/2024	Management	4	Elect Director Errol De Souza	For	For	For	For	Votes AGAINST incumbent Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, David Hodgson, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/06/2024	Management	5	Elect Director Catherine Engelbert	For	For	Against	Against	Votes AGAINST incumbent Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, David Hodgson, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/06/2024	Management	6	Elect Director David Hodgson	For	For	Against	Against	Votes AGAINST incumbent Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, David Hodgson, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Royalty Pharma Plc	06/06/2024	Management	7	Elect Director Ted Love	For	For	For	For	Votes AGAINST incumbent Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, David Hodgson, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/06/2024	Management	8	Elect Director Gregory Norden	For	For	Against	Against	Votes AGAINST incumbent Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, David Hodgson, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/06/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Royalty Pharma Plc	06/06/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Royalty Pharma Plc	06/06/2024	Management	11	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
Royalty Pharma Plc	06/06/2024	Management	12	Approve Remuneration Policy	For	For	For	For	A vote FOR this proposal is warranted. The remuneration policy is being submitted in accordance with U.K. regulation, where the company is incorporated. Although some features of the remuneration policy do not align with market practice for U.K.-listed companies, they are consistent with U.S. practice.
Royalty Pharma Plc	06/06/2024	Management	13	Approve Remuneration Report	For	For	Against	Against	The CEO pay ratio exceeds 100.
Royalty Pharma Plc	06/06/2024	Management	14	Ratify Ernst & Young as U.K. Statutory Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Royalty Pharma Plc	06/06/2024	Management	15	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns have been identified.
Royalty Pharma Plc	06/06/2024	Management	16	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
Royalty Pharma Plc	06/06/2024	Management	17	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
RTX Corporation	05/02/2024	Management	1	Elect Director Tracy A. Atkinson	For	For	For	For	A vote FOR the director nominees is warranted.
RTX Corporation	05/02/2024	Management	2	Elect Director Christopher T. Calio	For	For	For	For	A vote FOR the director nominees is warranted.
RTX Corporation	05/02/2024	Management	3	Elect Director Leanne G. Caret	For	For	For	For	A vote FOR the director nominees is warranted.
RTX Corporation	05/02/2024	Management	4	Elect Director Bernard A. Harris, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
RTX Corporation	05/02/2024	Management	5	Elect Director Gregory J. Hayes	For	For	For	For	A vote FOR the director nominees is warranted.
RTX Corporation	05/02/2024	Management	6	Elect Director George R. Oliver	For	For	For	For	A vote FOR the director nominees is warranted.
RTX Corporation	05/02/2024	Management	7	Elect Director Robert K. (Kelly) Ortberg	For	For	For	For	A vote FOR the director nominees is warranted.
RTX Corporation	05/02/2024	Management	8	Elect Director Ellen M. Pawlikowski	For	For	For	For	A vote FOR the director nominees is warranted.
RTX Corporation	05/02/2024	Management	9	Elect Director Denise L. Ramos	For	For	For	For	A vote FOR the director nominees is warranted.
RTX Corporation	05/02/2024	Management	10	Elect Director Fredric G. Reynolds	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
RTX Corporation	05/02/2024	Management	11	Elect Director Brian C. Rogers	For	For	For	For	A vote FOR the director nominees is warranted.
RTX Corporation	05/02/2024	Management	12	Elect Director James A. Winnefeld, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
RTX Corporation	05/02/2024	Management	13	Elect Director Robert O. Work	For	For	For	For	A vote FOR the director nominees is warranted.
RTX Corporation	05/02/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
RTX Corporation	05/02/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RTX Corporation	05/02/2024	Management	16	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as there are no concerns regarding the features of the plan.
RTX Corporation	05/02/2024	Shareholder	17	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as greater disclosure would allow shareholders to better evaluate the risks and benefits associated with the company's participation in the public policy process.
RTX Corporation	05/02/2024	Shareholder	18	Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted. As this proposal is only requesting a report, and it is not a timebound request, this proposal would not be unduly burdensome and would benefit shareholders by allowing them to engage with the company as it works to enhance its climate-related disclosures and efforts.
RTX Corporation	05/02/2024	Shareholder	19	Report on Human Rights Impact Assessment	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information regarding the processes the company uses to assess human rights impacts in its operations, including its products and services, would allow shareholders to better gauge how well the company is managing human rights related risks.
Ryan Specialty Holdings, Inc.	04/30/2024	Management	1	Elect Director Patrick G. Ryan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick G. Ryan, D. Cameron Findlay and Patrick (Pat) G. Ryan Jr. are warranted for lack of a majority independent board. WITHHOLD votes for D. Cameron Findlay are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee members D. Cameron Findlay and John Rogers Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board structure, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for director nominees Patrick G. Ryan and Patrick (Pat) G. Ryan Jr. are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ryan Specialty Holdings, Inc.	04/30/2024	Management	2	Elect Director Michelle L. Collins	For	For	For	For	<p>WITHHOLD votes for non-independent nominees Patrick G. Ryan, D. Cameron Findlay and Patrick (Pat) G. Ryan Jr. are warranted for lack of a majority independent board. WITHHOLD votes for D. Cameron Findlay are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee members D. Cameron Findlay and John Rogers Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board structure, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for director nominees Patrick G. Ryan and Patrick (Pat) G. Ryan Jr. are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</p>
Ryan Specialty Holdings, Inc.	04/30/2024	Management	3	Elect Director D. Cameron Findlay	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Patrick G. Ryan, D. Cameron Findlay and Patrick (Pat) G. Ryan Jr. are warranted for lack of a majority independent board. WITHHOLD votes for D. Cameron Findlay are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee members D. Cameron Findlay and John Rogers Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board structure, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for director nominees Patrick G. Ryan and Patrick (Pat) G. Ryan Jr. are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ryan Specialty Holdings, Inc.	04/30/2024	Management	4	Elect Director John W. Rogers, Jr.	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Patrick G. Ryan, D. Cameron Findlay and Patrick (Pat) G. Ryan Jr. are warranted for lack of a majority independent board. WITHHOLD votes for D. Cameron Findlay are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee members D. Cameron Findlay and John Rogers Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board structure, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for director nominees Patrick G. Ryan and Patrick (Pat) G. Ryan Jr. are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</p>
Ryan Specialty Holdings, Inc.	04/30/2024	Management	5	Elect Director Francesca Cornelli	For	For	For	For	<p>WITHHOLD votes for non-independent nominees Patrick G. Ryan, D. Cameron Findlay and Patrick (Pat) G. Ryan Jr. are warranted for lack of a majority independent board. WITHHOLD votes for D. Cameron Findlay are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee members D. Cameron Findlay and John Rogers Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board structure, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for director nominees Patrick G. Ryan and Patrick (Pat) G. Ryan Jr. are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ryan Specialty Holdings, Inc.	04/30/2024	Management	6	Elect Director Anthony J. Kuczinski	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick G. Ryan, D. Cameron Findlay and Patrick (Pat) G. Ryan Jr. are warranted for lack of a majority independent board. WITHHOLD votes for D. Cameron Findlay are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee members D. Cameron Findlay and John Rogers Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board structure, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for director nominees Patrick G. Ryan and Patrick (Pat) G. Ryan Jr. are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Ryan Specialty Holdings, Inc.	04/30/2024	Management	7	Elect Director Patrick G. Ryan, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick G. Ryan, D. Cameron Findlay and Patrick (Pat) G. Ryan Jr. are warranted for lack of a majority independent board. WITHHOLD votes for D. Cameron Findlay are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee members D. Cameron Findlay and John Rogers Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board structure, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for director nominees Patrick G. Ryan and Patrick (Pat) G. Ryan Jr. are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Ryan Specialty Holdings, Inc.	04/30/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ryan Specialty Holdings, Inc.	04/30/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ryder System, Inc.	05/03/2024	Management	1	Elect Director Robert J. Eck	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	2	Elect Director Robert A. Hagemann	For	For	For	For	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	3	Elect Director Michael F. Hilton	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	4	Elect Director Tamara L. Lundgren	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	5	Elect Director Luis P. Nieto, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ryder System, Inc.	05/03/2024	Management	6	Elect Director David G. Nord	For	For	For	For	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	7	Elect Director Robert E. Sanchez	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	8	Elect Director Abbie J. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	9	Elect Director E. Follin Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	10	Elect Director Dmitri L. Stockton	For	For	For	For	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ryder System, Inc.	05/03/2024	Management	11	Elect Director Charles M. Swoboda	For	For	For	For	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Michael (Mike) Hilton, Tamara Lundgren, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/03/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ryder System, Inc.	05/03/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Ryder System, Inc.	05/03/2024	Shareholder	14	Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
Ryder System, Inc.	05/03/2024	Shareholder	15	Report on "Just Transition"	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on whether and how the company considers human capital management and community relations issues related to the transition to a low-carbon economy as part of its climate strategy.
S&P Global Inc.	05/01/2024	Management	1	Elect Director Marco Alvera	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/01/2024	Management	2	Elect Director Jacques Esculier	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/01/2024	Management	3	Elect Director Gay Huey Evans	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/01/2024	Management	4	Elect Director William D. Green	For	For	Against	Against	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/01/2024	Management	5	Elect Director Stephanie C. Hill	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
S&P Global Inc.	05/01/2024	Management	6	Elect Director Rebecca Jacoby	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/01/2024	Management	7	Elect Director Robert P. Kelly	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/01/2024	Management	8	Elect Director Ian P. Livingston	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/01/2024	Management	9	Elect Director Maria R. Morris	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/01/2024	Management	10	Elect Director Douglas L. Peterson	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/01/2024	Management	11	Elect Director Richard E. Thornburgh	For	For	Against	Against	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/01/2024	Management	12	Elect Director Gregory Washington	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/01/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
S&P Global Inc.	05/01/2024	Management	14	Amend Deferred Compensation Plan	For	For	For	For	Based on an analysis of the plan amendment, a vote FOR this proposal is warranted.
S&P Global Inc.	05/01/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Saia, Inc.	04/25/2024	Management	1	Elect Director Di-Ann Eisnor	For	For	For	For	Votes AGAINST Jeffrey Ward are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Saia, Inc.	04/25/2024	Management	2	Elect Director Donna E. Epps	For	For	For	For	Votes AGAINST Jeffrey Ward are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Saia, Inc.	04/25/2024	Management	3	Elect Director John P. Gainor, Jr.	For	For	For	For	Votes AGAINST Jeffrey Ward are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Saia, Inc.	04/25/2024	Management	4	Elect Director Kevin A. Henry	For	For	For	For	Votes AGAINST Jeffrey Ward are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Saia, Inc.	04/25/2024	Management	5	Elect Director Frederick J. Holzgrefe, III	For	For	For	For	Votes AGAINST Jeffrey Ward are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Saia, Inc.	04/25/2024	Management	6	Elect Director Donald R. James	For	For	For	For	Votes AGAINST Jeffrey Ward are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Saia, Inc.	04/25/2024	Management	7	Elect Director Randolph W. Melville	For	For	For	For	Votes AGAINST Jeffrey Ward are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Saia, Inc.	04/25/2024	Management	8	Elect Director Richard D. O'Dell	For	For	For	For	Votes AGAINST Jeffrey Ward are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Saia, Inc.	04/25/2024	Management	9	Elect Director Jeffrey C. Ward	For	For	Against	Against	Votes AGAINST Jeffrey Ward are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Saia, Inc.	04/25/2024	Management	10	Elect Director Susan F. Ward	For	For	For	For	Votes AGAINST Jeffrey Ward are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Saia, Inc.	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Saia, Inc.	04/25/2024	Management	12	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Saia, Inc.	04/25/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Salesforce, Inc.	06/27/2024	Management	1	Elect Director Marc Benioff	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/27/2024	Management	2	Elect Director Laura Alber	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/27/2024	Management	3	Elect Director Craig Conway	For	For	Against	Against	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/27/2024	Management	4	Elect Director Arnold Donald	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/27/2024	Management	5	Elect Director Parker Harris	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Salesforce, Inc.	06/27/2024	Management	6	Elect Director Neelie Kroes	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/27/2024	Management	7	Elect Director Sachin Mehra	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/27/2024	Management	8	Elect Director G. Mason Morfit	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/27/2024	Management	9	Elect Director Oscar Munoz	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/27/2024	Management	10	Elect Director John V. Roos	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/27/2024	Management	11	Elect Director Robin Washington	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/27/2024	Management	12	Elect Director Maynard Webb	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/27/2024	Management	13	Elect Director Susan Wojcicki	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/27/2024	Management	14	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Salesforce, Inc.	06/27/2024	Management	15	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards.
Salesforce, Inc.	06/27/2024	Management	16	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Salesforce, Inc.	06/27/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Salesforce, Inc.	06/27/2024	Shareholder	18	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Salesforce, Inc.	06/27/2024	Shareholder	19	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Salesforce, Inc.	06/27/2024	Shareholder	20	Report on Viewpoint Discrimination	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company appears to provide sufficient disclosures regarding its commitment to anti-discrimination, terms of service disclosure, and acceptable use of services.
Sarepta Therapeutics, Inc.	06/06/2024	Management	1	Elect Director Douglas S. Ingram	For	For	For	For	Votes AGAINST Hans Wigzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sarepta Therapeutics, Inc.	06/06/2024	Management	2	Elect Director Hans Wigzell	For	For	Against	Against	Votes AGAINST Hans Wigzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sarepta Therapeutics, Inc.	06/06/2024	Management	3	Elect Director Kathryn J. Boor	For	For	For	For	Votes AGAINST Hans Wigzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sarepta Therapeutics, Inc.	06/06/2024	Management	4	Elect Director Michael Chambers	For	For	For	For	Votes AGAINST Hans Wigzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sarepta Therapeutics, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Sarepta Therapeutics, Inc.	06/06/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: - the non-auditing consulting fees represent more than 25 percent of total fees paid; and - the auditor's tenure at the company exceeds seven years.
SBA Communications Corporation	05/23/2024	Management	1	Elect Director Brendan T. Cavanagh	For	For	Against	Against	Votes AGAINST non-independent nominees Brendan Cavanagh and George Krouse Jr. are warranted for lack of a majority independent board. Votes AGAINST George Krouse Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SBA Communications Corporation	05/23/2024	Management	2	Elect Director Mary S. Chan	For	For	For	For	Votes AGAINST non-independent nominees Brendan Cavanagh and George Krouse Jr. are warranted for lack of a majority independent board. Votes AGAINST George Krouse Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SBA Communications Corporation	05/23/2024	Management	3	Elect Director Jay L. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Brendan Cavanagh and George Krouse Jr. are warranted for lack of a majority independent board. Votes AGAINST George Krouse Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SBA Communications Corporation	05/23/2024	Management	4	Elect Director George R. Krouse, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Brendan Cavanagh and George Krouse Jr. are warranted for lack of a majority independent board. Votes AGAINST George Krouse Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SBA Communications Corporation	05/23/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SBA Communications Corporation	05/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Schlumberger N.V.	04/03/2024	Management	1	Elect Director Peter Coleman	For	For	For	For	A vote FOR all director nominees is warranted.
Schlumberger N.V.	04/03/2024	Management	2	Elect Director Patrick de La Chevardiére	For	For	For	For	A vote FOR all director nominees is warranted.
Schlumberger N.V.	04/03/2024	Management	3	Elect Director Miguel Galuccio	For	For	For	For	A vote FOR all director nominees is warranted.
Schlumberger N.V.	04/03/2024	Management	4	Elect Director Jim Hackett	For	For	For	For	A vote FOR all director nominees is warranted.
Schlumberger N.V.	04/03/2024	Management	5	Elect Director Olivier Le Peuch	For	For	For	For	A vote FOR all director nominees is warranted.
Schlumberger N.V.	04/03/2024	Management	6	Elect Director Samuel Leupold	For	For	For	For	A vote FOR all director nominees is warranted.
Schlumberger N.V.	04/03/2024	Management	7	Elect Director Tatiana Mitrova	For	For	For	For	A vote FOR all director nominees is warranted.
Schlumberger N.V.	04/03/2024	Management	8	Elect Director Maria Moraeus Hanssen	For	For	For	For	A vote FOR all director nominees is warranted.
Schlumberger N.V.	04/03/2024	Management	9	Elect Director Vanitha Narayanan	For	For	For	For	A vote FOR all director nominees is warranted.
Schlumberger N.V.	04/03/2024	Management	10	Elect Director Jeff Sheets	For	For	For	For	A vote FOR all director nominees is warranted.
Schlumberger N.V.	04/03/2024	Management	11	Elect Director Ulrich Spiesshofer	For	For	For	For	A vote FOR all director nominees is warranted.
Schlumberger N.V.	04/03/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Schlumberger N.V.	04/03/2024	Management	13	Adopt and Approve Financials and Dividends	For	For	For	For	In the absence of any concerns over the company's financial statements, a vote FOR this proposal is warranted.
Schlumberger N.V.	04/03/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schneider National, Inc.	04/29/2024	Management	1	Elect Director Mary P. DePrey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary Deprey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director
Schneider National, Inc.	04/29/2024	Management	2	Elect Director Julie K. Streich	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary Deprey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schneider National, Inc.	04/29/2024	Management	3	Elect Director James R. Giertz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary Deprey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director
Schneider National, Inc.	04/29/2024	Management	4	Elect Director Robert W. Grubbs	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary Deprey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schneider National, Inc.	04/29/2024	Management	5	Elect Director Robert M. Knight, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary Deprey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director
Schneider National, Inc.	04/29/2024	Management	6	Elect Director Mark B. Rourke	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary Deprey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schneider National, Inc.	04/29/2024	Management	7	Elect Director Kathleen M. Zimmermann	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary Deprey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director
Schneider National, Inc.	04/29/2024	Management	8	Elect Director Jyoti Chopra	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary Deprey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schneider National, Inc.	04/29/2024	Management	9	Elect Director John A. Swainson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary Deprey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director
Schneider National, Inc.	04/29/2024	Management	10	Elect Director James L. Welch	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Rourke, Mary DePrey, Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubbs, Robert (Rob) Knight Jr. and Kathleen Zimmermann are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee chair John Swainson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Kathleen Zimmermann, and John Swainson are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes for Kathleen Zimmermann and Mary Deprey are warranted as their ownership of the supervoting shares through the Schneider Voting Trust provides them with voting power control of the company. A vote FOR the remaining director
Schneider National, Inc.	04/29/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schneider National, Inc.	04/29/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Schneider National, Inc.	04/29/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Science Applications International Corporation	06/05/2024	Management	1	Elect Director Dana S. Deasy	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	2	Elect Director Garth N. Graham	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	3	Elect Director Carolyn B. Handlon	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	4	Elect Director Yvette M. Kanouff	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	5	Elect Director Timothy J. Mayopoulos	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	6	Elect Director Katharina G. McFarland	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	7	Elect Director Milford W. McGuirt	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	8	Elect Director Donna S. Morea	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	9	Elect Director James C. Reagan	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	10	Elect Director Steven R. Shane	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	11	Elect Director Toni Townes-Whitley	For	For	For	For	A vote FOR all nominees is warranted.
Science Applications International Corporation	06/05/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Science Applications International Corporation	06/05/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Seaboard Corporation	04/22/2024	Management	1	Elect Director Ellen S. Bresky	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent director nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to concerns regarding the company's compensation practices.
Seaboard Corporation	04/22/2024	Management	2	Elect Director David A. Adamsen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent director nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to concerns regarding the company's compensation practices.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Seaboard Corporation	04/22/2024	Management	3	Elect Director Douglas W. Baena	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent director nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to concerns regarding the company's compensation practices.
Seaboard Corporation	04/22/2024	Management	4	Elect Director Paul M. Squires	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent director nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to concerns regarding the company's compensation practices.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Seaboard Corporation	04/22/2024	Management	5	Elect Director Frances B. Shifman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent director nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, Frances Shifman, and Paul Squires are warranted due to concerns regarding the company's compensation practices.
Seaboard Corporation	04/22/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sealed Air Corporation	05/23/2024	Management	1	Elect Director Zubaid Ahmad	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	2	Elect Director Kevin C. Berryman	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	3	Elect Director Francoise Colpron	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	4	Elect Director Clay M. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	5	Elect Director Henry R. Keizer	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	6	Elect Director Harry A. Lawton, III	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	7	Elect Director Suzanne B. Rowland	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/23/2024	Management	8	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sealed Air Corporation	05/23/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Sealed Air Corporation	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
SEI Investments Company	05/29/2024	Management	1	Elect Director Carl A. Guarino	For	For	Against	Against	Votes AGAINST non-independent nominee Carmen Romeo are warranted for lack of a majority independent board. Votes AGAINST Carmen Romeo are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Carl Guarino and Carmen Romeo are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Stephanie Miller is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SEI Investments Company	05/29/2024	Management	2	Elect Director Stephanie D. Miller	For	For	For	For	Votes AGAINST non-independent nominee Carmen Romeo are warranted for lack of a majority independent board. Votes AGAINST Carmen Romeo are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Carl Guarino and Carmen Romeo are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Stephanie Miller is warranted.
SEI Investments Company	05/29/2024	Management	3	Elect Director Carmen V. Romeo	For	For	Against	Against	Votes AGAINST non-independent nominee Carmen Romeo are warranted for lack of a majority independent board. Votes AGAINST Carmen Romeo are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Carl Guarino and Carmen Romeo are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Stephanie Miller is warranted.
SEI Investments Company	05/29/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company made a significant severance payment to the CEO following his separation, which does not appear to be a qualifying termination. This is considered a problematic pay practice.
SEI Investments Company	05/29/2024	Management	5	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.65 percent is excessive.
SEI Investments Company	05/29/2024	Management	6	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sempra	05/09/2024	Management	1	Elect Director Andres Conesa	For	For	For	For	Votes AGAINST Jack Taylor and James Yardley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra	05/09/2024	Management	2	Elect Director Pablo A. Ferrero	For	For	For	For	Votes AGAINST Jack Taylor and James Yardley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra	05/09/2024	Management	3	Elect Director Richard J. Mark	For	For	For	For	Votes AGAINST Jack Taylor and James Yardley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra	05/09/2024	Management	4	Elect Director Jeffrey W. Martin	For	For	For	For	Votes AGAINST Jack Taylor and James Yardley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sempra	05/09/2024	Management	5	Elect Director Bethany J. Mayer	For	For	For	For	Votes AGAINST Jack Taylor and James Yardley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra	05/09/2024	Management	6	Elect Director Michael N. Mears	For	For	For	For	Votes AGAINST Jack Taylor and James Yardley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra	05/09/2024	Management	7	Elect Director Jack T. Taylor	For	For	Against	Against	Votes AGAINST Jack Taylor and James Yardley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra	05/09/2024	Management	8	Elect Director Cynthia J. Warner	For	For	For	For	Votes AGAINST Jack Taylor and James Yardley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra	05/09/2024	Management	9	Elect Director James C. Yardley	For	For	Against	Against	Votes AGAINST Jack Taylor and James Yardley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra	05/09/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sempra	05/09/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Sempra	05/09/2024	Shareholder	12	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Sempra	05/09/2024	Shareholder	13	Report on Steps to Reduce Certain Safety and Environmental Risks	Against	For	For	For	A vote FOR this proposal is warranted, as increased disclosure about steps the company is taking to reduce risks of environmental hazards or safety incidents would allow investors to better understand how the company is managing related risks.
Sensata Technologies Holding Plc	06/11/2024	Management	1	Elect Director Andrew C. Teich	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	2	Elect Director John P. Absmeier	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	3	Elect Director Daniel L. Black	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	4	Elect Director Lorraine A. Bolsinger	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	5	Elect Director John Mirshekari	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	6	Elect Director Constance E. Skidmore	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	7	Elect Director Steven A. Sonnenberg	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	8	Elect Director Martha N. Sullivan	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	9	Elect Director Jugal Vijayvargiya	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	10	Elect Director Stephen M. Zide	For	For	For	For	A vote FOR all director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sensata Technologies Holding Plc	06/11/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Sensata Technologies Holding Plc	06/11/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	13	Approve Director Compensation Report	For	For	Against	Against	The CEO pay ratio exceeds 100.
Sensata Technologies Holding Plc	06/11/2024	Management	14	Ratify Deloitte & Touche LLP as U.K. Statutory Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	15	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this item is warranted because no significant concerns have been identified.
Sensata Technologies Holding Plc	06/11/2024	Management	16	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
Sensata Technologies Holding Plc	06/11/2024	Management	17	Authorise Off-Market Purchase of Ordinary Shares	For	For	For	For	A vote FOR this item is warranted because the size of the requested authority is capped at a reasonable limit.
Sensata Technologies Holding Plc	06/11/2024	Management	18	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
Sensata Technologies Holding Plc	06/11/2024	Management	19	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
Sensata Technologies Holding Plc	06/11/2024	Management	20	Authorize the Board of Directors to Allot Shares Under the Equity Incentive Plans	For	For	For	For	A vote FOR these resolutions is warranted as these relate to the operation of the company's equity incentive plans for which support is considered warranted.
Sensata Technologies Holding Plc	06/11/2024	Management	21	Authorize the Board of Directors to Allot Shares Under the Equity Incentive Plans without Pre-emptive Rights	For	For	For	For	A vote FOR these resolutions is warranted as these relate to the operation of the company's equity incentive plans for which support is considered warranted.
SentinelOne, Inc.	06/27/2024	Management	1	Elect Director Charlene T. Begley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Charlene Begley, Aaron Hughes, and Mark Peek given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for incumbent Audit Committee members Charlene Begley, Aaron Hughes, and Mark Peek are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock by certain directors.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SentinelOne, Inc.	06/27/2024	Management	2	Elect Director Aaron Hughes	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Charlene Begley, Aaron Hughes, and Mark Peek given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for incumbent Audit Committee members Charlene Begley, Aaron Hughes, and Mark Peek are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock by certain directors.
SentinelOne, Inc.	06/27/2024	Management	3	Elect Director Mark S. Peek	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Charlene Begley, Aaron Hughes, and Mark Peek given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for incumbent Audit Committee members Charlene Begley, Aaron Hughes, and Mark Peek are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock by certain directors.
SentinelOne, Inc.	06/27/2024	Management	4	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
SentinelOne, Inc.	06/27/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
SentinelOne, Inc.	06/27/2024	Management	6	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is de facto controlled and decisions regarding the company's response to shareholder litigation would be made by a classified board with limited accountability to public shareholders.
ServiceNow, Inc.	05/23/2024	Management	1	Elect Director Deborah Black	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	05/23/2024	Management	2	Elect Director Susan L. Bostrom	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	05/23/2024	Management	3	Elect Director Teresa Briggs	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ServiceNow, Inc.	05/23/2024	Management	4	Elect Director Jonathan C. Chadwick	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	05/23/2024	Management	5	Elect Director Paul E. Chamberlain	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	05/23/2024	Management	6	Elect Director Lawrence J. Jackson, Jr.	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	05/23/2024	Management	7	Elect Director Frederic B. Luddy	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	05/23/2024	Management	8	Elect Director William R. "Bill" McDermott	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	05/23/2024	Management	9	Elect Director Jeffrey A. Miller	For	For	Against	Against	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	05/23/2024	Management	10	Elect Director Joseph "Larry" Quinlan	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	05/23/2024	Management	11	Elect Director Anita M. Sands	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
ServiceNow, Inc.	05/23/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ServiceNow, Inc.	05/23/2024	Shareholder	14	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
Shockwave Medical, Inc.	05/29/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. Although the board did not conduct an auction process, the board negotiated multiple increases to the offer price, and there were no higher offers despite public reports of a potential sale during the process. Moreover, the offer represents a premium to the five-year high closing price and to the unaffected price, and the cash form of consideration provides liquidity and certainty of value. In light of these factors, support for this transaction is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Shockwave Medical, Inc.	05/29/2024	Management	2	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance arrangements are reasonable and no tax gross-ups are payable, unvested equity awards are single trigger and PSUs will be converted into cash awards based on achievement of the maximum performance level, without compelling rationale disclosed in the merger proxy.
Shockwave Medical, Inc.	05/29/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
Silgan Holdings, Inc.	05/28/2024	Management	1	Approve Increase in Size of Board	For	For	For	For	A vote FOR this proposal is warranted as the requested increase appears to be appropriate for a company of this size, and there is no evidence suggesting that the proposal is an attempt to entrench current management.
Silgan Holdings, Inc.	05/28/2024	Management	2	Elect Director Anthony J. Allott	For	For	For	For	A vote FOR the director nominees is warranted.
Silgan Holdings, Inc.	05/28/2024	Management	3	Elect Director William T. Donovan	For	For	For	For	A vote FOR the director nominees is warranted.
Silgan Holdings, Inc.	05/28/2024	Management	4	Elect Director Fiona Cleland Nielsen	For	For	For	For	A vote FOR the director nominees is warranted.
Silgan Holdings, Inc.	05/28/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Silgan Holdings, Inc.	05/28/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Simon Property Group, Inc.	05/08/2024	Management	1	Elect Director Glyn F. Aeppel	For	Against	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aeppel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/08/2024	Management	2	Elect Director Larry C. Glasscock	For	Against	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aeppel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Simon Property Group, Inc.	05/08/2024	Management	3	Elect Director Allan Hubbard	For	Against	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/08/2024	Management	4	Elect Director Nina P. Jones	For	For	For	For	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/08/2024	Management	5	Elect Director Reuben S. Leibowitz	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Simon Property Group, Inc.	05/08/2024	Management	6	Elect Director Randall J. Lewis	For	For	For	For	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/08/2024	Management	7	Elect Director Gary M. Rodkin	For	Against	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/08/2024	Management	8	Elect Director Peggy Fang Roe	For	Against	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Simon Property Group, Inc.	05/08/2024	Management	9	Elect Director Stefan M. Selig	For	For	For	For	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/08/2024	Management	10	Elect Director Daniel C. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/08/2024	Management	11	Elect Director Marta R. Stewart	For	For	For	For	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/08/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Simon Property Group, Inc.	05/08/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SiteOne Landscape Supply, Inc.	05/07/2024	Management	1	Elect Director Doug Black	For	For	For	For	A vote FOR the director nominees is warranted.
SiteOne Landscape Supply, Inc.	05/07/2024	Management	2	Elect Director Judith (Judy) Sansone	For	For	For	For	A vote FOR the director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SiteOne Landscape Supply, Inc.	05/07/2024	Management	3	Elect Director Jack L. Wyszomierski	For	For	For	For	A vote FOR the director nominees is warranted.
SiteOne Landscape Supply, Inc.	05/07/2024	Management	4	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
SiteOne Landscape Supply, Inc.	05/07/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SiteOne Landscape Supply, Inc.	05/07/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Skechers U.S.A., Inc.	05/23/2024	Management	1	Elect Director Robert Greenberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Greenberg and Morton Erlich are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Robert Greenberg and Morton Erlich are also warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominee Robert Greenberg are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. WITHHOLD votes for Morton Erlich are further warranted because: * He is serving as a non-independent member of a key board committee; * As an audit committee member, the board has failed to include auditor ratification on the proxy ballot; and * As a compensation committee member, the CEO's pay includes an outsized base salary of five times the peer median of CEO salaries at both Public Fund Advisory Services- and company-selected peers, and further includes various excessive perks and tax gross-ups.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Skechers U.S.A., Inc.	05/23/2024	Management	2	Elect Director Morton Erlich	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Greenberg and Morton Erlich are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominees Robert Greenberg and Morton Erlich are also warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominee Robert Greenberg are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. WITHHOLD votes for Morton Erlich are further warranted because: * He is serving as a non-independent member of a key board committee; * As an audit committee member, the board has failed to include auditor ratification on the proxy ballot; and * As a compensation committee member, the CEO's pay includes an outsized base salary of five times the peer median of CEO salaries at both Public Fund Advisory Services- and company-selected peers, and further includes various excessive perks and tax gross-ups.
Skechers U.S.A., Inc.	05/23/2024	Shareholder	3	Disclose Timeline for Measuring and Disclosing Full Value Chain Emissions	Against	For	For	For	A vote FOR this proposal is warranted, as a timeline for the company's measurement and disclosure of full value chain emissions would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
SLM Corporation	06/18/2024	Management	1	Elect Director Janaki Akella	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	2	Elect Director R. Scott Blackley	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	3	Elect Director Mary Carter Warren Franke	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	4	Elect Director Mark L. Lavelle	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	5	Elect Director Christopher T. Leech	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	6	Elect Director Ted Manvitz	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	7	Elect Director Jim Matheson	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	8	Elect Director Samuel T. Ramsey	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	9	Elect Director Vivian C. Schneck-Last	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	10	Elect Director Robert S. Strong	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	11	Elect Director Jonathan W. Witter	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	12	Elect Director Kirsten O. Wolberg	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/18/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
SLM Corporation	06/18/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Smartsheet Inc.	06/18/2024	Management	1	Elect Director Alissa Abdullah	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Rowan Trollope given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Smartsheet Inc.	06/18/2024	Management	2	Elect Director Michael Gregoire	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Rowan Trollope given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Smartsheet Inc.	06/18/2024	Management	3	Elect Director Katie Rooney	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Rowan Trollope given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Smartsheet Inc.	06/18/2024	Management	4	Elect Director Khozema Shipchandler	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Rowan Trollope given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Smartsheet Inc.	06/18/2024	Management	5	Elect Director Rowan Trollope	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Rowan Trollope given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Smartsheet Inc.	06/18/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Smartsheet Inc.	06/18/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Snap-on Incorporated	04/25/2024	Management	1	Elect Director David C. Adams	For	For	For	For	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/25/2024	Management	2	Elect Director Karen L. Daniel	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/25/2024	Management	3	Elect Director Ruth Ann M. Gillis	For	For	For	For	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/25/2024	Management	4	Elect Director James P. Holden	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/25/2024	Management	5	Elect Director Nathan J. Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Snap-on Incorporated	04/25/2024	Management	6	Elect Director Henry W. Knueppel	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/25/2024	Management	7	Elect Director W. Dudley Lehman	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/25/2024	Management	8	Elect Director Nicholas T. Pinchuk	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/25/2024	Management	9	Elect Director Gregg M. Sherrill	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/25/2024	Management	10	Elect Director Donald J. Stebbins	For	For	For	For	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Snap-on Incorporated	04/25/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Snap-on Incorporated	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Sonoco Products Company	04/17/2024	Management	1	Elect Director Steven L. Boyd	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	2	Elect Director R. Howard Coker	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	3	Elect Director Pamela L. Davies	For	For	Against	Against	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	4	Elect Director Theresa J. Drew	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	5	Elect Director Philippe Guillemot	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	6	Elect Director John R. Haley	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	7	Elect Director Robert R. Hill, Jr.	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	8	Elect Director Eleni Istavridis	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	9	Elect Director Richard G. Kyle	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sonoco Products Company	04/17/2024	Management	10	Elect Director Blythe J. McGarvie	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	11	Elect Director Thomas E. Whiddon	For	For	Against	Against	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/17/2024	Management	12	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Sonoco Products Company	04/17/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Sonoco Products Company	04/17/2024	Management	14	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sonoco Products Company	04/17/2024	Shareholder	15	Report on Political Contributions	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders better evaluate the company's management of related risks and benefits.
Southwest Airlines Co.	05/15/2024	Management	1	Elect Director Lisa M. Atherton	For	For	For	For	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/15/2024	Management	2	Elect Director David W. Biegler	For	For	Against	Against	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/15/2024	Management	3	Elect Director J. Veronica Biggins	For	For	Against	Against	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/15/2024	Management	4	Elect Director Roy Blunt	For	For	For	For	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Southwest Airlines Co.	05/15/2024	Management	5	Elect Director Douglas H. Brooks	For	For	Against	Against	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/15/2024	Management	6	Elect Director Eduardo F. Conrado	For	For	For	For	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/15/2024	Management	7	Elect Director William H. Cunningham	For	For	Against	Against	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/15/2024	Management	8	Elect Director Thomas W. Gilligan	For	For	For	For	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/15/2024	Management	9	Elect Director David P. Hess	For	For	For	For	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/15/2024	Management	10	Elect Director Robert E. Jordan	For	For	For	For	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/15/2024	Management	11	Elect Director Gary C. Kelly	For	For	For	For	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/15/2024	Management	12	Elect Director Elaine Mendoza	For	For	For	For	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/15/2024	Management	13	Elect Director Christopher P. Reynolds	For	For	For	For	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Southwest Airlines Co.	05/15/2024	Management	14	Elect Director Jill A. Soltau	For	For	For	For	Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins and Douglas (Doug) Brooks are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/15/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Southwest Airlines Co.	05/15/2024	Management	16	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Southwest Airlines Co.	05/15/2024	Management	17	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Southwest Airlines Co.	05/15/2024	Shareholder	18	Amend Clawback Policy	Against	For	For	For	A vote FOR this proposal is warranted as the addition of reputational or other financial harm as a recoupment scenario would expand the board's ability to recoup incentive pay and the increased disclosure requirements would also better serve shareholders' informational needs.
Southwest Airlines Co.	05/15/2024	Shareholder	19	Adopt Majority Vote Cast to Remove Directors With or Without Cause	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as changing the vote standard for removal of directors with or without cause at a special meeting to a simple majority of votes cast could enable the removal of a director by a relatively small and unrepresentative portion of the shareholder base.
Southwestern Energy Company	06/18/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. The strategic rationale is compelling and cost synergies are expected, and shareholders will be able to participate in the upside potential via the all-stock consideration. Moreover, the value of the offer has increased to date and there is some potential downside risk of non-approval.
Southwestern Energy Company	06/18/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although the cash severance basis for the CEO and two other NEOs is considered excessive, cash severance is double trigger and no excise tax gross-ups are payable. In addition, a substantial majority of the NEOs' unvested equity is double trigger, and performance-based awards will be deemed earned at target or actual performance.
Southwestern Energy Company	06/18/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants support.
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	1	Elect Director Stephen A. Cambone	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	2	Elect Director Jane P. Chappell	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	3	Elect Director Irene M. Esteves	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	4	Elect Director William A. Fitzgerald	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	5	Elect Director Paul E. Fulchino	For	For	Against	Against	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	6	Elect Director Robert D. Johnson	For	For	Against	Against	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	7	Elect Director Ronald T. Kadish	For	For	Against	Against	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	8	Elect Director John L. Plueger	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	9	Elect Director James R. Ray, Jr.	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	10	Elect Director Patrick M. Shanahan	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	11	Elect Director Laura H. Wright	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	13	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Spirit AeroSystems Holdings, Inc.	04/24/2024	Shareholder	15	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of related risks and benefits.
Spirit Realty Capital, Inc.	01/19/2024	Management	1	Approve Merger Agreement	For	For	For	For	Given the downside risk in the event of non-approval, the parity of the post-announcement consideration to the 52-week high, and the expected cost savings, support FOR the transaction is warranted.
Spirit Realty Capital, Inc.	01/19/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Though outstanding equity will auto-accelerate at the time of merger, cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable.
Spirit Realty Capital, Inc.	01/19/2024	Management	3	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Spotify Technology SA	04/17/2024	Management	2	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.
Spotify Technology SA	04/17/2024	Management	3	Approve Allocation of Income	For	For	For	For	A vote FOR this income allocation proposal is warranted, despite the arguable meagerness of the proposed payout ratio, because of the strategic rationale for the decision.
Spotify Technology SA	04/17/2024	Management	4	Approve Discharge of Directors	For	For	For	For	A cautionary vote FOR this item is warranted given the lack of any specific concern with the board's actions over the past year. However, cautionary support is warranted as the company has failed to demonstrate good stewardship by failing to submit the remuneration to a shareholder vote. Despite not being formally required due to the company's cross market status, both in the US and Luxembourg companies are required to offer shareholders a say-on-pay.
Spotify Technology SA	04/17/2024	Management	5	Elect Daniel Ek as A Director	For	Against	Against	Against	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. Votes AGAINST Barry McCarthy and Heidi O'Neill are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST Daniel Ek and Martin Lorentzon is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Spotify Technology SA	04/17/2024	Management	6	Elect Martin Lorentzon as A Director	For	Against	Against	Against	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. Votes AGAINST Barry McCarthy and Heidi O'Neill are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST Daniel Ek and Martin Lorentzon is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/17/2024	Management	7	Elect Shishir Samir Mehrotra as A Director	For	For	Against	Against	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. Votes AGAINST Barry McCarthy and Heidi O'Neill are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST Daniel Ek and Martin Lorentzon is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/17/2024	Management	8	Elect Christopher Marshall as B Director	For	For	For	For	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. Votes AGAINST Barry McCarthy and Heidi O'Neill are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST Daniel Ek and Martin Lorentzon is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Spotify Technology SA	04/17/2024	Management	9	Elect Barry McCarthy as B Director	For	For	Against	Against	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. Votes AGAINST Barry McCarthy and Heidi O'Neill are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST Daniel Ek and Martin Lorentzon is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/17/2024	Management	10	Elect Heidi O'Neill as B Director	For	For	Against	Against	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. Votes AGAINST Barry McCarthy and Heidi O'Neill are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST Daniel Ek and Martin Lorentzon is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/17/2024	Management	11	Elect Ted Sarandos as B Director	For	For	For	For	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. Votes AGAINST Barry McCarthy and Heidi O'Neill are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST Daniel Ek and Martin Lorentzon is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Spotify Technology SA	04/17/2024	Management	12	Elect Thomas Owen Staggs as B Director	For	For	For	For	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. Votes AGAINST Barry McCarthy and Heidi O'Neill are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST Daniel Ek and Martin Lorentzon is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/17/2024	Management	13	Elect Mona Sutphen as B Director	For	For	For	For	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. Votes AGAINST Barry McCarthy and Heidi O'Neill are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST Daniel Ek and Martin Lorentzon is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/17/2024	Management	14	Elect Padmasree Warrior as B Director	For	For	For	For	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. Votes AGAINST Barry McCarthy and Heidi O'Neill are warranted for holding an excessive number of mandates at listed companies. A vote AGAINST Daniel Ek and Martin Lorentzon is further warranted due to the company maintaining a share structure with unequal voting rights. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/17/2024	Management	15	Appoint Ernst & Young S.A. (Luxembourg) as Auditor	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Spotify Technology SA	04/17/2024	Management	16	Approve Remuneration of Directors	For	Against	Against	Against	A vote AGAINST this item is warranted because the board proposes to potentially ("Choice Model") introduce stock options in the remuneration of non-executive board members which is considered inappropriate.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Spotify Technology SA	04/17/2024	Management	17	Authorize Guy Harles and Alexandre Gobert to Execute and Deliver, and with Full Power of Substitution, Any Documents Necessary or Useful in Connection with the Annual Filing and Registration Required by the Luxembourg Laws	For	For	For	For	A vote FOR is warranted, as this would allow only for the implementation of approved resolutions.
SS&C Technologies Holdings, Inc.	05/29/2024	Management	1	Elect Director Jonathan E. Michael	For	For	Against	Against	Votes AGAINST non-independent nominee Jonathan (Jon) Michael are warranted for lack of a majority independent board. Votes AGAINST Jonathan (Jon) Michael are also warranted for serving as a non-independent member of a key board committee. A vote FOR Debra Walton-Ruskin is warranted.
SS&C Technologies Holdings, Inc.	05/29/2024	Management	2	Elect Director Debra Walton-Ruskin	For	For	For	For	Votes AGAINST non-independent nominee Jonathan (Jon) Michael are warranted for lack of a majority independent board. Votes AGAINST Jonathan (Jon) Michael are also warranted for serving as a non-independent member of a key board committee. A vote FOR Debra Walton-Ruskin is warranted.
SS&C Technologies Holdings, Inc.	05/29/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
SS&C Technologies Holdings, Inc.	05/29/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SS&C Technologies Holdings, Inc.	05/29/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.47 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
SSR Mining Inc.	05/23/2024	Management	1	Elect Director A.E. Michael Anglin	For	For	Withhold	Withhold	WITHHOLD votes for Arthur (Mike) Anglin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SSR Mining Inc.	05/23/2024	Management	2	Elect Director Rod Antal	For	For	For	For	WITHHOLD votes for Arthur (Mike) Anglin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SSR Mining Inc.	05/23/2024	Management	3	Elect Director Thomas R. Bates, Jr.	For	For	For	For	WITHHOLD votes for Arthur (Mike) Anglin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SSR Mining Inc.	05/23/2024	Management	4	Elect Director Brian R. Booth	For	For	For	For	WITHHOLD votes for Arthur (Mike) Anglin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SSR Mining Inc.	05/23/2024	Management	5	Elect Director Simon A. Fish	For	For	For	For	WITHHOLD votes for Arthur (Mike) Anglin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SSR Mining Inc.	05/23/2024	Management	6	Elect Director Leigh Ann Fisher	For	For	For	For	WITHHOLD votes for Arthur (Mike) Anglin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SSR Mining Inc.	05/23/2024	Management	7	Elect Director Alan P. Krusi	For	For	For	For	WITHHOLD votes for Arthur (Mike) Anglin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SSR Mining Inc.	05/23/2024	Management	8	Elect Director Daniel Malchuk	For	For	For	For	WITHHOLD votes for Arthur (Mike) Anglin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SSR Mining Inc.	05/23/2024	Management	9	Elect Director Kay Priestly	For	For	For	For	WITHHOLD votes for Arthur (Mike) Anglin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SSR Mining Inc.	05/23/2024	Management	10	Elect Director Karen Swager	For	For	For	For	WITHHOLD votes for Arthur (Mike) Anglin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SSR Mining Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
SSR Mining Inc.	05/23/2024	Management	12	Approve Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
SSR Mining Inc.	05/23/2024	Management	13	Ratify PricewaterhouseCoopers LLP, United States as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
STAG Industrial, Inc.	04/29/2024	Management	1	Elect Director Benjamin S. Butcher	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Guillemette, William Crooker, Benjamin (Ben) Butcher, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are warranted for lack of a majority independent board. Votes AGAINST Larry Guillemette, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
STAG Industrial, Inc.	04/29/2024	Management	2	Elect Director Jit Kee Chin	For	For	For	For	Votes AGAINST non-independent nominees Larry Guillemette, William Crooker, Benjamin (Ben) Butcher, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are warranted for lack of a majority independent board. Votes AGAINST Larry Guillemette, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
STAG Industrial, Inc.	04/29/2024	Management	3	Elect Director Virgis W. Colbert	For	For	For	For	Votes AGAINST non-independent nominees Larry Guillemette, William Crooker, Benjamin (Ben) Butcher, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are warranted for lack of a majority independent board. Votes AGAINST Larry Guillemette, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
STAG Industrial, Inc.	04/29/2024	Management	4	Elect Director William R. Crooker	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Guillemette, William Crooker, Benjamin (Ben) Butcher, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are warranted for lack of a majority independent board. Votes AGAINST Larry Guillemette, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
STAG Industrial, Inc.	04/29/2024	Management	5	Elect Director Michelle S. Dilley	For	For	For	For	Votes AGAINST non-independent nominees Larry Guillemette, William Crooker, Benjamin (Ben) Butcher, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are warranted for lack of a majority independent board. Votes AGAINST Larry Guillemette, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
STAG Industrial, Inc.	04/29/2024	Management	6	Elect Director Jeffrey D. Furber	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Guillemette, William Crooker, Benjamin (Ben) Butcher, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are warranted for lack of a majority independent board. Votes AGAINST Larry Guillemette, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
STAG Industrial, Inc.	04/29/2024	Management	7	Elect Director Larry T. Guillemette	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Guillemette, William Crooker, Benjamin (Ben) Butcher, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are warranted for lack of a majority independent board. Votes AGAINST Larry Guillemette, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
STAG Industrial, Inc.	04/29/2024	Management	8	Elect Director Francis X. Jacoby, III	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Guillemette, William Crooker, Benjamin (Ben) Butcher, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are warranted for lack of a majority independent board. Votes AGAINST Larry Guillemette, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
STAG Industrial, Inc.	04/29/2024	Management	9	Elect Director Christopher P. Marr	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Guillemette, William Crooker, Benjamin (Ben) Butcher, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are warranted for lack of a majority independent board. Votes AGAINST Larry Guillemette, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
STAG Industrial, Inc.	04/29/2024	Management	10	Elect Director Hans S. Weger	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Guillemette, William Crooker, Benjamin (Ben) Butcher, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are warranted for lack of a majority independent board. Votes AGAINST Larry Guillemette, Jeffrey (Jeff) Furber, Francis Jacoby III, Christopher Marr and Hans Weger are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
STAG Industrial, Inc.	04/29/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
STAG Industrial, Inc.	04/29/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
STAG Industrial, Inc.	04/29/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stanley Black & Decker, Inc.	04/26/2024	Management	1	Elect Director Donald Allan, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Stanley Black & Decker, Inc.	04/26/2024	Management	2	Elect Director Andrea J. Ayers	For	For	For	For	A vote FOR all director nominees is warranted.
Stanley Black & Decker, Inc.	04/26/2024	Management	3	Elect Director Susan K. Carter	For	For	For	For	A vote FOR all director nominees is warranted.
Stanley Black & Decker, Inc.	04/26/2024	Management	4	Elect Director Debra A. Crew	For	For	For	For	A vote FOR all director nominees is warranted.
Stanley Black & Decker, Inc.	04/26/2024	Management	5	Elect Director Michael D. Hankin	For	For	For	For	A vote FOR all director nominees is warranted.
Stanley Black & Decker, Inc.	04/26/2024	Management	6	Elect Director Robert J. Manning	For	For	For	For	A vote FOR all director nominees is warranted.
Stanley Black & Decker, Inc.	04/26/2024	Management	7	Elect Director Adrian V. Mitchell	For	For	For	For	A vote FOR all director nominees is warranted.
Stanley Black & Decker, Inc.	04/26/2024	Management	8	Elect Director Jane M. Palmieri	For	For	For	For	A vote FOR all director nominees is warranted.
Stanley Black & Decker, Inc.	04/26/2024	Management	9	Elect Director Mojdeh Poul	For	For	For	For	A vote FOR all director nominees is warranted.
Stanley Black & Decker, Inc.	04/26/2024	Management	10	Elect Director Irving Tan *Withdrawn Resolution*					
Stanley Black & Decker, Inc.	04/26/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Stanley Black & Decker, Inc.	04/26/2024	Management	12	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Stanley Black & Decker, Inc.	04/26/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Starbucks Corporation	03/13/2024	Management	1	Elect Director Ritch Allison	For	For	For	For	Votes FOR the proposed management nominees are warranted. The dissident has withdrawn its nominees.
Starbucks Corporation	03/13/2024	Management	2	Elect Director Andy Champion	For	For	For	For	Votes FOR the proposed management nominees are warranted. The dissident has withdrawn its nominees.
Starbucks Corporation	03/13/2024	Management	3	Elect Director Beth Ford	For	For	For	For	Votes FOR the proposed management nominees are warranted. The dissident has withdrawn its nominees.
Starbucks Corporation	03/13/2024	Management	4	Elect Director Mellody Hobson	For	For	For	For	Votes FOR the proposed management nominees are warranted. The dissident has withdrawn its nominees.
Starbucks Corporation	03/13/2024	Management	5	Elect Director Jorgen Vig Knudstorp	For	For	For	For	Votes FOR the proposed management nominees are warranted. The dissident has withdrawn its nominees.
Starbucks Corporation	03/13/2024	Management	6	Elect Director Neal Mohan	For	For	For	For	Votes FOR the proposed management nominees are warranted. The dissident has withdrawn its nominees.
Starbucks Corporation	03/13/2024	Management	7	Elect Director Satya Nadella	For	For	For	For	Votes FOR the proposed management nominees are warranted. The dissident has withdrawn its nominees.
Starbucks Corporation	03/13/2024	Management	8	Elect Director Laxman Narasimhan	For	For	For	For	Votes FOR the proposed management nominees are warranted. The dissident has withdrawn its nominees.
Starbucks Corporation	03/13/2024	Management	9	Elect Director Daniel Servitje	For	For	For	For	Votes FOR the proposed management nominees are warranted. The dissident has withdrawn its nominees.
Starbucks Corporation	03/13/2024	Management	10	Elect Director Mike Sievert	For	For	For	For	Votes FOR the proposed management nominees are warranted. The dissident has withdrawn its nominees.
Starbucks Corporation	03/13/2024	Management	11	Elect Director Wei Zhang	For	For	For	For	Votes FOR the proposed management nominees are warranted. The dissident has withdrawn its nominees.
Starbucks Corporation	03/13/2024	Shareholder	12	Elect Dissident Nominee Director Maria Echaveste					
Starbucks Corporation	03/13/2024	Shareholder	13	Elect Dissident Nominee Director Joshua Gotbaum					

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Starbucks Corporation	03/13/2024	Shareholder	14	Elect Dissident Nominee Director Wilma B. Liebman					
Starbucks Corporation	03/13/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Starbucks Corporation	03/13/2024	Management	16	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Starbucks Corporation	03/13/2024	Shareholder	17	Report on Plant-Based Milk Pricing	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company provides sufficient disclosure for shareholders to evaluate any risks associated with its offering of plant-based milks.
Starbucks Corporation	03/13/2024	Shareholder	18	Conduct Audit and Report on Systemic Discrimination	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as having employee affinity groups is commonplace among Starbucks peers and there is no evidence that they are acting in a discriminatory manner.
Starbucks Corporation	03/13/2024	Shareholder	19	Report on Congruency of Company's Privacy and Human Rights Policies with its Actions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company has recently completed a human rights impact assessment and appears to provide shareholders with sufficient disclosure related to its management of human rights related risks.
State Street Corporation	05/15/2024	Management	1	Elect Director Patrick de Saint-Aignan	For	For	Against	Against	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/15/2024	Management	2	Elect Director Marie A. Chandoha	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/15/2024	Management	3	Elect Director DonnaLee A. DeMaio	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/15/2024	Management	4	Elect Director Amelia C. Fawcett	For	For	Against	Against	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/15/2024	Management	5	Elect Director William C. Freda	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/15/2024	Management	6	Elect Director Sara Mathew	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/15/2024	Management	7	Elect Director William L. Meaney	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
State Street Corporation	05/15/2024	Management	8	Elect Director Ronald P. O'Hanley	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/15/2024	Management	9	Elect Director Sean P. O'Sullivan	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/15/2024	Management	10	Elect Director Julio A. Portalatin	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/15/2024	Management	11	Elect Director John B. Rhea	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/15/2024	Management	12	Elect Director Gregory L. Summe	For	For	Against	Against	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
State Street Corporation	05/15/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Steel Dynamics, Inc.	05/09/2024	Management	1	Elect Director Mark D. Millett	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Millett, Traci Dolan, James Marcuccilli, Gabriel Shaheen and Richard Teets Jr. are warranted for lack of a majority independent board. Votes AGAINST Traci Dolan, James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/09/2024	Management	2	Elect Director Sheree L. Bargabos	For	For	For	For	Votes AGAINST non-independent nominees Mark Millett, Traci Dolan, James Marcuccilli, Gabriel Shaheen and Richard Teets Jr. are warranted for lack of a majority independent board. Votes AGAINST Traci Dolan, James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/09/2024	Management	3	Elect Director Kenneth W. Cornew	For	For	For	For	Votes AGAINST non-independent nominees Mark Millett, Traci Dolan, James Marcuccilli, Gabriel Shaheen and Richard Teets Jr. are warranted for lack of a majority independent board. Votes AGAINST Traci Dolan, James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Steel Dynamics, Inc.	05/09/2024	Management	4	Elect Director Traci M. Dolan	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Millett, Traci Dolan, James Marcuccilli, Gabriel Shaheen and Richard Teets Jr. are warranted for lack of a majority independent board. Votes AGAINST Traci Dolan, James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/09/2024	Management	5	Elect Director Jennifer L. Hamann	For	For	For	For	Votes AGAINST non-independent nominees Mark Millett, Traci Dolan, James Marcuccilli, Gabriel Shaheen and Richard Teets Jr. are warranted for lack of a majority independent board. Votes AGAINST Traci Dolan, James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/09/2024	Management	6	Elect Director James C. Marcuccilli	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Millett, Traci Dolan, James Marcuccilli, Gabriel Shaheen and Richard Teets Jr. are warranted for lack of a majority independent board. Votes AGAINST Traci Dolan, James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/09/2024	Management	7	Elect Director Bradley S. Seaman	For	For	For	For	Votes AGAINST non-independent nominees Mark Millett, Traci Dolan, James Marcuccilli, Gabriel Shaheen and Richard Teets Jr. are warranted for lack of a majority independent board. Votes AGAINST Traci Dolan, James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/09/2024	Management	8	Elect Director Gabriel L. Shaheen	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Millett, Traci Dolan, James Marcuccilli, Gabriel Shaheen and Richard Teets Jr. are warranted for lack of a majority independent board. Votes AGAINST Traci Dolan, James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/09/2024	Management	9	Elect Director Luis M. Sierra	For	For	For	For	Votes AGAINST non-independent nominees Mark Millett, Traci Dolan, James Marcuccilli, Gabriel Shaheen and Richard Teets Jr. are warranted for lack of a majority independent board. Votes AGAINST Traci Dolan, James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Steel Dynamics, Inc.	05/09/2024	Management	10	Elect Director Richard P. Teets, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Millett, Traci Dolan, James Marcuccilli, Gabriel Shaheen and Richard Teets Jr. are warranted for lack of a majority independent board. Votes AGAINST Traci Dolan, James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/09/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Steel Dynamics, Inc.	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Steel Dynamics, Inc.	05/09/2024	Management	13	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable employer contribution, and has reasonable limits on employee contributions.
Steel Dynamics, Inc.	05/09/2024	Shareholder	14	Provide Right to Call a Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
Stericycle, Inc.	05/21/2024	Management	1	Elect Director Robert S. Murley	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	2	Elect Director Cindy J. Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	3	Elect Director Brian P. Anderson	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	4	Elect Director Lynn D. Bleil	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	5	Elect Director Thomas F. Chen	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	6	Elect Director Victoria L. Dolan	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	7	Elect Director Naren K. Gursahaney	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	8	Elect Director J. Joel Hackney, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	9	Elect Director Stephen C. Hooley	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	10	Elect Director James L. Welch	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Stericycle, Inc.	05/21/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stifel Financial Corp.	06/05/2024	Management	1	Elect Director Adam T. Berlew	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	2	Elect Director Maryam S. Brown	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Stifel Financial Corp.	06/05/2024	Management	3	Elect Director Michael W. Brown	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	4	Elect Director Lisa L. Carnoy	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	5	Elect Director Robert E. Grady	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	6	Elect Director James P. Kavanaugh	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	7	Elect Director Ronald J. Kruszewski	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	8	Elect Director Daniel J. Ludeman	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Stifel Financial Corp.	06/05/2024	Management	9	Elect Director Maura A. Markus	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	10	Elect Director David A. Peacock	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	11	Elect Director Thomas W. Weisel	For	For	For	For	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	12	Elect Director Michael J. Zimmerman	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown, Robert Grady and Michael Zimmerman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee Chair Maura Markus are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Stifel Financial Corp.	06/05/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stryker Corporation	05/09/2024	Management	1	Elect Director Mary K. Brainerd	For	For	For	For	Votes AGAINST Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/09/2024	Management	2	Elect Director Giovanni Caforio	For	For	For	For	Votes AGAINST Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/09/2024	Management	3	Elect Director Allan C. Golston	For	For	Against	Against	Votes AGAINST Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Stryker Corporation	05/09/2024	Management	4	Elect Director Kevin A. Lobo	For	For	For	For	Votes AGAINST Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/09/2024	Management	5	Elect Director Sherilyn S. McCoy	For	For	For	For	Votes AGAINST Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/09/2024	Management	6	Elect Director Rachel Ruggeri	For	For	For	For	Votes AGAINST Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/09/2024	Management	7	Elect Director Andrew K. Silvernail	For	For	For	For	Votes AGAINST Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/09/2024	Management	8	Elect Director Lisa M. Skeete Tatum	For	For	For	For	Votes AGAINST Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/09/2024	Management	9	Elect Director Ronda E. Stryker	For	For	Against	Against	Votes AGAINST Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/09/2024	Management	10	Elect Director Rajeev Suri	For	For	For	For	Votes AGAINST Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/09/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Stryker Corporation	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Stryker Corporation	05/09/2024	Shareholder	13	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of any related risks and benefits.
Sun Communities, Inc.	05/14/2024	Management	1	Elect Director Gary A. Shiffman	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sun Communities, Inc.	05/14/2024	Management	2	Elect Director Tonya Allen	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/14/2024	Management	3	Elect Director Meghan G. Baivier	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/14/2024	Management	4	Elect Director Stephanie W. Bergeron	For	For	Against	Against	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/14/2024	Management	5	Elect Director Jeff T. Blau	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/14/2024	Management	6	Elect Director Jerome W. Ehlinger	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/14/2024	Management	7	Elect Director Brian M. Hermelin	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/14/2024	Management	8	Elect Director Craig A. Leupold	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/14/2024	Management	9	Elect Director Clunet R. Lewis	For	For	Against	Against	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/14/2024	Management	10	Elect Director Arthur A. Weiss	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Sun Communities, Inc.	05/14/2024	Management	12	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Synchrony Financial	06/11/2024	Management	1	Elect Director Brian D. Doubles	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	06/11/2024	Management	2	Elect Director Fernando Aguirre	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	06/11/2024	Management	3	Elect Director Paget L. Alves	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	06/11/2024	Management	4	Elect Director Kamila Chytil	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	06/11/2024	Management	5	Elect Director Arthur W. Coviello, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Synchrony Financial	06/11/2024	Management	6	Elect Director Roy A. Guthrie	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	06/11/2024	Management	7	Elect Director Jeffrey G. Naylor	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	06/11/2024	Management	8	Elect Director P.W. "Bill" Parker	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	06/11/2024	Management	9	Elect Director Laurel J. Richie	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	06/11/2024	Management	10	Elect Director Ellen M. Zane	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	06/11/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Synchrony Financial	06/11/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Synchrony Financial	06/11/2024	Management	13	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Synchrony Financial	06/11/2024	Management	14	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Synopsys, Inc.	04/10/2024	Management	1	Elect Director Aart J. de Geus	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/10/2024	Management	2	Elect Director Roy Vallee	For	For	Against	Against	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/10/2024	Management	3	Elect Director Sassine Ghazi	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/10/2024	Management	4	Elect Director Luis Borgen	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/10/2024	Management	5	Elect Director Marc N. Casper	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/10/2024	Management	6	Elect Director Janice D. Chaffin	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/10/2024	Management	7	Elect Director Bruce R. Chizen	For	For	Against	Against	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Synopsys, Inc.	04/10/2024	Management	8	Elect Director Mercedes Johnson	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/10/2024	Management	9	Elect Director Robert G. Painter	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/10/2024	Management	10	Elect Director Jeannine P. Sargent	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/10/2024	Management	11	Elect Director John G. Schwarz	For	For	Against	Against	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/10/2024	Management	12	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are primarily based on pre-set financial performance goals. In addition, half of the annual equity awards are targeted to be performance-conditioned and are measured over a multi-year performance period.
Synopsys, Inc.	04/10/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Synopsys, Inc.	04/10/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Synopsys, Inc.	04/10/2024	Shareholder	15	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.
Synovus Financial Corp.	04/24/2024	Management	1	Elect Director Stacy Apter	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	2	Elect Director Tim E. Bentsen	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	3	Elect Director Kevin S. Blair	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	4	Elect Director Pedro Cherry	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	5	Elect Director John H. Irby	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Synovus Financial Corp.	04/24/2024	Management	6	Elect Director Diana M. Murphy	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	7	Elect Director Harris Pastides	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	8	Elect Director John L. Stallworth	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	9	Elect Director Barry L. Storey	For	For	Against	Against	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	10	Elect Director Alexandra Villoch	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	11	Elect Director Teresa White	For	For	For	For	Votes AGAINST Barry Storey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Synovus Financial Corp.	04/24/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
T. Rowe Price Group, Inc.	05/07/2024	Management	1	Elect Director Glenn R. August	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/07/2024	Management	2	Elect Director Mark S. Bartlett	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/07/2024	Management	3	Elect Director William P. Donnelly	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/07/2024	Management	4	Elect Director Dina Dublon	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/07/2024	Management	5	Elect Director Robert F. MacLellan	For	For	Against	Against	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
T. Rowe Price Group, Inc.	05/07/2024	Management	6	Elect Director Eileen P. Rominger	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/07/2024	Management	7	Elect Director Robert W. Sharps	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/07/2024	Management	8	Elect Director Cynthia F. Smith	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/07/2024	Management	9	Elect Director Robert J. Stevens	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/07/2024	Management	10	Elect Director Sandra S. Wijnberg	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/07/2024	Management	11	Elect Director Alan D. Wilson	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
T. Rowe Price Group, Inc.	05/07/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years
Tandem Diabetes Care, Inc.	05/22/2024	Management	1	Elect Director Rebecca Robertson	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	2	Elect Director Dick Allen	For	For	Against	Against	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	3	Elect Director Myoungil Cha	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	4	Elect Director Peyton Howell	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	5	Elect Director Joao Malagueira	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tandem Diabetes Care, Inc.	05/22/2024	Management	6	Elect Director Kathleen McGroddy-Goetz	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	7	Elect Director John Sheridan	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	8	Elect Director Rajwant Sodhi	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	9	Elect Director Christopher Twomey	For	For	For	For	Votes AGAINST Dick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tandem Diabetes Care, Inc.	05/22/2024	Management	10	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Tandem Diabetes Care, Inc.	05/22/2024	Management	11	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards.
Tandem Diabetes Care, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tandem Diabetes Care, Inc.	05/22/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Targa Resources Corp.	05/16/2024	Management	1	Elect Director Beth A. Bowman	For	For	For	For	Votes AGAINST non-independent nominee Joe Bob Perkins are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Targa Resources Corp.	05/16/2024	Management	2	Elect Director Lindsey M. Cooksen	For	For	For	For	Votes AGAINST non-independent nominee Joe Bob Perkins are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Targa Resources Corp.	05/16/2024	Management	3	Elect Director Joe Bob Perkins	For	For	Against	Against	Votes AGAINST non-independent nominee Joe Bob Perkins are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Targa Resources Corp.	05/16/2024	Management	4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Targa Resources Corp.	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Target Corporation	06/12/2024	Management	1	Elect Director David P. Abney	For	For	For	For	Votes AGAINST Douglas Baker Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Target Corporation	06/12/2024	Management	2	Elect Director Douglas M. Baker, Jr.	For	For	Against	Against	Votes AGAINST Douglas Baker Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Target Corporation	06/12/2024	Management	3	Elect Director George S. Barrett	For	For	For	For	Votes AGAINST Douglas Baker Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Target Corporation	06/12/2024	Management	4	Elect Director Gail K. Boudreaux	For	For	For	For	Votes AGAINST Douglas Baker Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Target Corporation	06/12/2024	Management	5	Elect Director Brian C. Cornell	For	For	For	For	Votes AGAINST Douglas Baker Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Target Corporation	06/12/2024	Management	6	Elect Director Robert L. Edwards	For	For	For	For	Votes AGAINST Douglas Baker Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Target Corporation	06/12/2024	Management	7	Elect Director Donald R. Knauss	For	For	For	For	Votes AGAINST Douglas Baker Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Target Corporation	06/12/2024	Management	8	Elect Director Christine A. Leahy	For	For	For	For	Votes AGAINST Douglas Baker Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Target Corporation	06/12/2024	Management	9	Elect Director Monica C. Lozano	For	For	For	For	Votes AGAINST Douglas Baker Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Target Corporation	06/12/2024	Management	10	Elect Director Grace Puma	For	For	For	For	Votes AGAINST Douglas Baker Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Target Corporation	06/12/2024	Management	11	Elect Director Derica W. Rice	For	For	For	For	Votes AGAINST Douglas Baker Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Target Corporation	06/12/2024	Management	12	Elect Director Dmitri L. Stockton	For	For	For	For	Votes AGAINST Douglas Baker Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Target Corporation	06/12/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Target Corporation	06/12/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Target Corporation	06/12/2024	Shareholder	15	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Target Corporation	06/12/2024	Shareholder	16	Report on Animal Pain Management	Against	Against	For	For	A vote FOR this resolution is warranted. Additional disclosure on the company's progress in implementing its pain management policies for animal welfare in the company's supply chain would allow shareholders to better be able to assess the effectiveness of the company's animal welfare efforts and management of related risks.
Target Corporation	06/12/2024	Shareholder	17	Establish a Company Compensation Policy of Paying a Living Wage	Against	Against	For	For	A vote FOR this proposal is warranted as it would serve to further strengthen the company's commitment to global diversity, equity, and inclusion, and also enable shareholders to better assess the company's management of risks related to compensation and workforce practices.
Target Corporation	06/12/2024	Shareholder	18	Report on Congruency of Political Spending with Company Stated Values	Against	Against	For	For	A vote FOR this proposal is warranted as a report on the company's congruency of political spending with the company's values and priorities would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political activities.
Target Corporation	06/12/2024	Shareholder	19	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its corporate contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
TD SYNEX Corporation	03/20/2024	Management	1	Elect Director Ann Vezina	For	For	For	For	WITHHOLD votes for Hau Leung Lee are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNEX Corporation	03/20/2024	Management	2	Elect Director Robert Kalsow-Ramos	For	For	For	For	WITHHOLD votes for Hau Leung Lee are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNEX Corporation	03/20/2024	Management	3	Elect Director Richard Hume	For	For	For	For	WITHHOLD votes for Hau Leung Lee are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TD SYNnex Corporation	03/20/2024	Management	4	Elect Director Kathleen Crusco	For	For	For	For	WITHHOLD votes for Hau Leung Lee are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/20/2024	Management	5	Elect Director Ting Herh	For	For	For	For	WITHHOLD votes for Hau Leung Lee are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/20/2024	Management	6	Elect Director Hau Lee	For	For	Withhold	Withhold	WITHHOLD votes for Hau Leung Lee are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/20/2024	Management	7	Elect Director Nayaki Nayyar	For	For	For	For	WITHHOLD votes for Hau Leung Lee are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/20/2024	Management	8	Elect Director Matthew Nord	For	For	For	For	WITHHOLD votes for Hau Leung Lee are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/20/2024	Management	9	Elect Director Dennis Polk	For	For	For	For	WITHHOLD votes for Hau Leung Lee are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/20/2024	Management	10	Elect Director Claude Pumilia	For	For	For	For	WITHHOLD votes for Hau Leung Lee are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TD SYNEX Corporation	03/20/2024	Management	11	Elect Director Merline Saintil	For	For	Withhold	Withhold	WITHHOLD votes for Hau Leung Lee are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNEX Corporation	03/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
TD SYNEX Corporation	03/20/2024	Management	13	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
TD SYNEX Corporation	03/20/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TD SYNEX Corporation	03/20/2024	Shareholder	15	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted as the elimination of the supermajority voting requirements would enhance shareholder rights.
TechnipFMC plc	04/26/2024	Management	1	Elect Director Douglas J. Pferdehirt	For	For	For	For	A vote FOR the director nominees is warranted.
TechnipFMC plc	04/26/2024	Management	2	Elect Director Claire S. Farley	For	For	For	For	A vote FOR the director nominees is warranted.
TechnipFMC plc	04/26/2024	Management	3	Elect Director Eleazar de Carvalho Filho	For	For	For	For	A vote FOR the director nominees is warranted.
TechnipFMC plc	04/26/2024	Management	4	Elect Director Robert G. Gwin	For	For	For	For	A vote FOR the director nominees is warranted.
TechnipFMC plc	04/26/2024	Management	5	Elect Director John O'Leary	For	For	For	For	A vote FOR the director nominees is warranted.
TechnipFMC plc	04/26/2024	Management	6	Elect Director Margareth Ovrum	For	For	For	For	A vote FOR the director nominees is warranted.
TechnipFMC plc	04/26/2024	Management	7	Elect Director Kay G. Priestly	For	For	For	For	A vote FOR the director nominees is warranted.
TechnipFMC plc	04/26/2024	Management	8	Elect Director John Yearwood	For	For	For	For	A vote FOR the director nominees is warranted.
TechnipFMC plc	04/26/2024	Management	9	Elect Director Sophie Zurquiyah	For	For	For	For	A vote FOR the director nominees is warranted.
TechnipFMC plc	04/26/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
TechnipFMC plc	04/26/2024	Management	11	Approve Directors' Remuneration Report	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
TechnipFMC plc	04/26/2024	Management	12	Approve Remuneration Policy	For	For	For	For	A vote FOR this proposal is warranted. The remuneration policy is being submitted in accordance with U.K. regulation, where the company is incorporated. Although some features of the remuneration policy do not align with market practice for U.K.-listed companies, they are consistent with U.S. practice.
TechnipFMC plc	04/26/2024	Management	13	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
TechnipFMC plc	04/26/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
TechnipFMC plc	04/26/2024	Management	15	Reappoint PricewaterhouseCoopers LLP as U.K. Statutory Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
TechnipFMC plc	04/26/2024	Management	16	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this resolution is warranted as no significant concerns have been identified.
TechnipFMC plc	04/26/2024	Management	17	Authorize Share Repurchase Program	For	For	For	For	A vote FOR this proposal is warranted, as no particular concerns have been identified with this year's request or the company's past repurchase activity.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TechnipFMC plc	04/26/2024	Management	18	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts are not within recommended limits.
TechnipFMC plc	04/26/2024	Management	19	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these resolutions is warranted because the proposed amounts are not within recommended limits.
Teledyne Technologies Incorporated	04/24/2024	Management	1	Elect Director Denise R. Singleton	For	For	For	For	Votes AGAINST non-independent nominees Simon Lorne and Wesley von Schack are warranted for lack of a majority independent board. Votes AGAINST Simon Lorne and Wesley von Schack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Teledyne Technologies Incorporated	04/24/2024	Management	2	Elect Director Simon M. Lorne	For	For	Against	Against	Votes AGAINST non-independent nominees Simon Lorne and Wesley von Schack are warranted for lack of a majority independent board. Votes AGAINST Simon Lorne and Wesley von Schack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Teledyne Technologies Incorporated	04/24/2024	Management	3	Elect Director Vincent J. Morales	For	For	For	For	Votes AGAINST non-independent nominees Simon Lorne and Wesley von Schack are warranted for lack of a majority independent board. Votes AGAINST Simon Lorne and Wesley von Schack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Teledyne Technologies Incorporated	04/24/2024	Management	4	Elect Director Wesley W. von Schack	For	For	Against	Against	Votes AGAINST non-independent nominees Simon Lorne and Wesley von Schack are warranted for lack of a majority independent board. Votes AGAINST Simon Lorne and Wesley von Schack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Teledyne Technologies Incorporated	04/24/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Teledyne Technologies Incorporated	04/24/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Teledyne Technologies Incorporated	04/24/2024	Management	7	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Teledyne Technologies Incorporated	04/24/2024	Management	8	Amend Certificate of Incorporation to Provide for Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Teledyne Technologies Incorporated	04/24/2024	Shareholder	9	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Teleflex Incorporated	05/03/2024	Management	1	Elect Director Candace H. Duncan	For	For	For	For	Votes AGAINST Stephen Klasko and Stuart Randle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Teleflex Incorporated	05/03/2024	Management	2	Elect Director Gretchen R. Haggerty	For	For	For	For	Votes AGAINST Stephen Klasko and Stuart Randle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Teleflex Incorporated	05/03/2024	Management	3	Elect Director Liam J. Kelly	For	For	For	For	Votes AGAINST Stephen Klasko and Stuart Randle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Teleflex Incorporated	05/03/2024	Management	4	Elect Director Stephen K. Klasko	For	For	Against	Against	Votes AGAINST Stephen Klasko and Stuart Randle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Teleflex Incorporated	05/03/2024	Management	5	Elect Director Stuart A. Randle	For	For	Against	Against	Votes AGAINST Stephen Klasko and Stuart Randle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Teleflex Incorporated	05/03/2024	Management	6	Elect Director Jaewon Ryu	For	For	For	For	Votes AGAINST Stephen Klasko and Stuart Randle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Teleflex Incorporated	05/03/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Teleflex Incorporated	05/03/2024	Management	8	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Teleflex Incorporated	05/03/2024	Shareholder	9	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders ability to make use of the right, and the likelihood of abuse is small.
Tenet Healthcare Corporation	05/22/2024	Management	1	Elect Director Saumya Sutaria	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	2	Elect Director J. Robert Kerrey	For	For	Against	Against	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	3	Elect Director Vineeta Agarwala	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tenet Healthcare Corporation	05/22/2024	Management	4	Elect Director James L. Bierman	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	5	Elect Director Roy Blunt	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	6	Elect Director Richard W. Fisher	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	7	Elect Director Meghan M. FitzGerald	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	8	Elect Director Cecil D. Haney	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	9	Elect Director Christopher S. Lynch	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	10	Elect Director Richard J. Mark	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	11	Elect Director Tammy Romo	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	12	Elect Director Stephen H. Rusckowski	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	13	Elect Director Nadja Y. West	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Tenet Healthcare Corporation	05/22/2024	Management	15	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tenet Healthcare Corporation	05/22/2024	Shareholder	16	Report on Policies Regarding Patients' Right to Access Abortions in Emergencies	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare would allow shareholders to better assess how the company is managing such associated risks.
Tenet Healthcare Corporation	05/22/2024	Shareholder	17	Report on Integrating ESG Metrics into Executive Compensation Program	Against	Against	For	For	A vote FOR this proposal is warranted, as incorporating ESG metrics into executive compensation considerations would serve to incentivize executives to ensure that company performance on environmental, social and governance considerations, alongside financial factors, is appropriately aligned with management's interests.
Teradata Corporation	05/14/2024	Management	1	Elect Director Lisa R. Bacus	For	For	For	For	Votes AGAINST John Schwarz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradata Corporation	05/14/2024	Management	2	Elect Director Timothy C.K. Chou	For	For	For	For	Votes AGAINST John Schwarz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradata Corporation	05/14/2024	Management	3	Elect Director John G. Schwarz	For	For	Against	Against	Votes AGAINST John Schwarz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradata Corporation	05/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Teradata Corporation	05/14/2024	Management	5	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Teradata Corporation	05/14/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Teradyne, Inc.	05/09/2024	Management	1	Elect Director Peter Herweck	For	For	For	For	Votes AGAINST Paul Tufano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradyne, Inc.	05/09/2024	Management	2	Elect Director Mercedes Johnson	For	For	For	For	Votes AGAINST Paul Tufano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradyne, Inc.	05/09/2024	Management	3	Elect Director Ernest E. Maddock	For	For	For	For	Votes AGAINST Paul Tufano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradyne, Inc.	05/09/2024	Management	4	Elect Director Marilyn Matz	For	For	For	For	Votes AGAINST Paul Tufano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradyne, Inc.	05/09/2024	Management	5	Elect Director Gregory S. Smith	For	For	For	For	Votes AGAINST Paul Tufano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradyne, Inc.	05/09/2024	Management	6	Elect Director Ford Tamer	For	For	For	For	Votes AGAINST Paul Tufano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Teradyne, Inc.	05/09/2024	Management	7	Elect Director Paul J. Tufano	For	For	Against	Against	Votes AGAINST Paul Tufano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradyne, Inc.	05/09/2024	Management	8	Elect Director Bridget van Kralingen	For	For	For	For	Votes AGAINST Paul Tufano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradyne, Inc.	05/09/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Teradyne, Inc.	05/09/2024	Management	10	Reduce Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Teradyne, Inc.	05/09/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tesla, Inc.	06/13/2024	Management	1	Elect Director James Murdoch	For	Against	Against	Against	Votes AGAINST non-independent nominee Kimbal Musk are warranted for lack of a majority independent board. A vote AGAINST the election of director and audit committee member James Murdoch is warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's stock by certain directors and executives.
Tesla, Inc.	06/13/2024	Management	2	Elect Director Kimbal Musk	For	For	Against	Against	Votes AGAINST non-independent nominee Kimbal Musk are warranted for lack of a majority independent board. A vote AGAINST the election of director and audit committee member James Murdoch is warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's stock by certain directors and executives.
Tesla, Inc.	06/13/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While most NEOs received modest or no compensation for FY23, one executive was granted an outsized, time-based stock option award upon his promotion, the magnitude and design for which are not adequately explained. The grant does not require the achievement of pre-set performance criteria in order to vest and the value is considered to be excessive.
Tesla, Inc.	06/13/2024	Management	4	Change State of Incorporation from Delaware to Texas	For	For	For	For	A vote FOR this proposal is warranted, with caution. The process undertaken by the board to reach a decision to reincorporate does leave something to be desired, and there is some acknowledged risk given that Texas business courts are new and have no robust body of legal case law precedents or track record. However, while the board could have provided for a more definitive improvement to the rights of shareholders in conjunction with the proposed reincorporation, it is overall not readily apparent that the rights of shareholders would be materially harmed as a result of the proposed reincorporation.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tesla, Inc.	06/13/2024	Management	5	Ratify Performance Based Stock Options to Elon Musk	For	Against	Against	Against	A vote AGAINST this proposal is considered warranted. In re-ratifying the 2018 performance option grant, shareholders have been given a unique opportunity to opine on a granted pay package for a second time, with the full benefit of hindsight in determining if the award was closely aligned with shareholders' interests and if it accomplished the goals the board set out to achieve. Some investors may find the board's argument compelling, that it would be unfair for CEO Musk not to receive the full award, which was previously approved by shareholders, and after achieving the high performance hurdles. However, the concerns raised, both back in 2018 and in the interim, have not been sufficiently mitigated, particularly given that the board has effectively only offered shareholders an "all or nothing" option in this vote. Although the structure of the grant's performance hurdles arguably contributed to, as well as reflect, the company's significant financial growth during the performance period, the total award value remains excessive, even given the company's success. In addition, the grant, in many ways, failed to achieve the board's other original objectives of focusing CEO Musk on the interests of Tesla shareholders, as opposed to other business endeavors, and aligning his financial interests more closely with those of Tesla stockholders. Lastly, there are go-forward concerns that remain unaddressed, including a lack of clarity on the board's plan for Musk's future compensation program and the potential for significant economic dilution.
Tesla, Inc.	06/13/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tesla, Inc.	06/13/2024	Shareholder	7	Declassify the Board of Directors	Against	For	For	For	A vote FOR this proposal is warranted given that the declassification would enhance board accountability.
Tesla, Inc.	06/13/2024	Shareholder	8	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
Tesla, Inc.	06/13/2024	Shareholder	9	Report on Harassment and Discrimination Prevention Efforts	Against	For	For	For	A vote FOR this resolution is warranted, as the company has faced recent attention for allegations of harassment and discrimination in the workplace, and increased transparency would help shareholders assess how the company is managing associated risks.
Tesla, Inc.	06/13/2024	Shareholder	10	Adopt a Non-Interference Policy Respecting Freedom of Association	Against	For	For	For	A vote FOR this proposal is warranted. In light of the numerous controversies around the topic, and the high profile and increasingly contentious nature of the issue, additional clarity regarding the company's freedom of association policies would better position shareholders to evaluate the company's position.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tesla, Inc.	06/13/2024	Shareholder	11	Report on Effects and Risks Associated with Electromagnetic Radiation and Wireless Technologies	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, for the following reasons: * The scientific evidence suggests that the FCC's regulations around electromagnetic interference are protective of public health; * The company appears to comply with applicable laws; and * This issue may be better addressed through the regulatory process.
Tesla, Inc.	06/13/2024	Shareholder	12	Assess Feasibility of Including Sustainability as a Performance Measure for Senior Executive Compensation	Against	Against	For	For	A vote FOR this proposal is warranted, as the requested assessment for the incorporation of sustainability metrics into executive compensation plans or arrangements would serve to further incentivize executives to ensure that company performance on environmental, social and governance considerations, alongside financial factors, is appropriately aligned with management's interests, the firm's stated commitments to sustainability, and long-term corporate strategy.
Tesla, Inc.	06/13/2024	Shareholder	13	Commit to a Moratorium on Sourcing Minerals from Deep Sea Mining	Against	Against	For	For	A vote FOR this proposal is warranted as the commitment would further augment the company's responsible sourcing policies.
Tetra Tech, Inc.	02/29/2024	Management	1	Elect Director Dan L. Batrack	For	For	For	For	A vote FOR the director nominee is warranted.
Tetra Tech, Inc.	02/29/2024	Management	2	Elect Director Gary R. Birkenbeuel	For	For	For	For	A vote FOR the director nominee is warranted.
Tetra Tech, Inc.	02/29/2024	Management	3	Elect Director Prashant Gandhi	For	For	For	For	A vote FOR the director nominee is warranted.
Tetra Tech, Inc.	02/29/2024	Management	4	Elect Director Joanne M. Maguire	For	For	For	For	A vote FOR the director nominee is warranted.
Tetra Tech, Inc.	02/29/2024	Management	5	Elect Director Christiana Obiaya	For	For	For	For	A vote FOR the director nominee is warranted.
Tetra Tech, Inc.	02/29/2024	Management	6	Elect Director Kimberly E. Ritrievi	For	For	For	For	A vote FOR the director nominee is warranted.
Tetra Tech, Inc.	02/29/2024	Management	7	Elect Director Kirsten M. Volpi	For	For	For	For	A vote FOR the director nominee is warranted.
Tetra Tech, Inc.	02/29/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Tetra Tech, Inc.	02/29/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Texas Instruments Incorporated	04/25/2024	Management	1	Elect Director Mark A. Blinn	For	For	Against	Against	Votes AGAINST Pamela Patsley, Mark Blinn, Carrie Cox, and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominee is warranted.
Texas Instruments Incorporated	04/25/2024	Management	2	Elect Director Todd M. Bluedorn	For	For	For	For	Votes AGAINST Pamela Patsley, Mark Blinn, Carrie Cox, and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominee is warranted.
Texas Instruments Incorporated	04/25/2024	Management	3	Elect Director Janet F. Clark	For	For	For	For	Votes AGAINST Pamela Patsley, Mark Blinn, Carrie Cox, and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominee is warranted.
Texas Instruments Incorporated	04/25/2024	Management	4	Elect Director Carrie S. Cox	For	For	Against	Against	Votes AGAINST Pamela Patsley, Mark Blinn, Carrie Cox, and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominee is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Texas Instruments Incorporated	04/25/2024	Management	5	Elect Director Martin S. Craighead	For	For	For	For	Votes AGAINST Pamela Patsley, Mark Blinn, Carrie Cox, and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/25/2024	Management	6	Elect Director Reginald DesRoches	For	For	For	For	Votes AGAINST Pamela Patsley, Mark Blinn, Carrie Cox, and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/25/2024	Management	7	Elect Director Curtis C. Farmer	For	For	For	For	Votes AGAINST Pamela Patsley, Mark Blinn, Carrie Cox, and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/25/2024	Management	8	Elect Director Jean M. Hobby	For	For	For	For	Votes AGAINST Pamela Patsley, Mark Blinn, Carrie Cox, and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/25/2024	Management	9	Elect Director Haviv Ilan	For	For	For	For	Votes AGAINST Pamela Patsley, Mark Blinn, Carrie Cox, and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/25/2024	Management	10	Elect Director Ronald Kirk	For	For	For	For	Votes AGAINST Pamela Patsley, Mark Blinn, Carrie Cox, and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/25/2024	Management	11	Elect Director Pamela H. Patsley	For	For	Against	Against	Votes AGAINST Pamela Patsley, Mark Blinn, Carrie Cox, and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/25/2024	Management	12	Elect Director Robert E. Sanchez	For	For	Against	Against	Votes AGAINST Pamela Patsley, Mark Blinn, Carrie Cox, and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/25/2024	Management	13	Elect Director Richard K. Templeton	For	For	For	For	Votes AGAINST Pamela Patsley, Mark Blinn, Carrie Cox, and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/25/2024	Management	14	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no concerns regarding the features of the plan were identified.
Texas Instruments Incorporated	04/25/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Texas Instruments Incorporated	04/25/2024	Management	16	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Texas Instruments Incorporated	04/25/2024	Shareholder	17	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 15 percent ownership threshold for shareholders to call a special meeting would enhance shareholders ability to make use of the right, and the likelihood of abuse is small.
Texas Instruments Incorporated	04/25/2024	Shareholder	18	Report on Due Diligence Efforts to Trace End-User Misuse of Company Products	Against	Against	For	For	A vote FOR this proposal is warranted because increased disclosure would allow shareholders to better assess the company's management of associated risks. Adoption of this proposal would also serve to further supplement the company's human rights policies and would help aid mitigate the company's exposure or potential linkage to violations of international law.
Texas Roadhouse, Inc.	05/16/2024	Management	1	Elect Director Jane Grote Abell	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	2	Elect Director Michael A. Crawford	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	3	Elect Director Donna E. Epps	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	4	Elect Director Wayne L. Jones	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	5	Elect Director Gregory N. Moore	For	For	Withhold	Withhold	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	6	Elect Director Gerald L. Morgan	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	7	Elect Director Curtis A. Warfield	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	8	Elect Director Kathleen M. Widmer	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Texas Roadhouse, Inc.	05/16/2024	Management	9	Elect Director James R. Zarley	For	For	For	For	WITHHOLD votes for Gregory Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/16/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Texas Roadhouse, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Texas Roadhouse, Inc.	05/16/2024	Management	12	Eliminate Class B Common Stock	For	For	For	For	A vote FOR this proposal is warranted as it is primarily housekeeping in nature and would not diminish the rights of shareholders. All references to Class B shares are no longer necessary or applicable given that no Class B shares are outstanding.
Texas Roadhouse, Inc.	05/16/2024	Management	13	Amend Certificate of Incorporation to Limit the Personal Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Texas Roadhouse, Inc.	05/16/2024	Management	14	Reduce Ownership Threshold for Shareholders to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted as a reduction in the ownership threshold for shareholders to call a special meeting would represent an improvement to the current right.
Texas Roadhouse, Inc.	05/16/2024	Shareholder	15	Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional disclosure on its efforts to reduce greenhouse gas emissions.
Textron Inc.	04/24/2024	Management	1	Elect Director Richard F. Ambrose	For	For	For	For	Votes AGAINST R. Kerry Clark, Kathleen Bader, and James Ziemer are warranted for serving as non-independent members of a key board committee.Votes AGAINST Governance Committee chair Maria Zuber are warranted for the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/24/2024	Management	2	Elect Director Kathleen M. Bader	For	For	Against	Against	Votes AGAINST R. Kerry Clark, Kathleen Bader, and James Ziemer are warranted for serving as non-independent members of a key board committee.Votes AGAINST Governance Committee chair Maria Zuber are warranted for the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/24/2024	Management	3	Elect Director R. Kerry Clark	For	For	Against	Against	Votes AGAINST R. Kerry Clark, Kathleen Bader, and James Ziemer are warranted for serving as non-independent members of a key board committee.Votes AGAINST Governance Committee chair Maria Zuber are warranted for the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Textron Inc.	04/24/2024	Management	4	Elect Director Scott C. Donnelly	For	For	For	For	Votes AGAINST R. Kerry Clark, Kathleen Bader, and James Ziemer are warranted for serving as non-independent members of a key board committee.Votes AGAINST Governance Committee chair Maria Zuber are warranted for the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/24/2024	Management	5	Elect Director Michael X. Garrett	For	For	For	For	Votes AGAINST R. Kerry Clark, Kathleen Bader, and James Ziemer are warranted for serving as non-independent members of a key board committee.Votes AGAINST Governance Committee chair Maria Zuber are warranted for the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/24/2024	Management	6	Elect Director Deborah Lee James	For	For	For	For	Votes AGAINST R. Kerry Clark, Kathleen Bader, and James Ziemer are warranted for serving as non-independent members of a key board committee.Votes AGAINST Governance Committee chair Maria Zuber are warranted for the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/24/2024	Management	7	Elect Director Thomas A. Kennedy	For	For	For	For	Votes AGAINST R. Kerry Clark, Kathleen Bader, and James Ziemer are warranted for serving as non-independent members of a key board committee.Votes AGAINST Governance Committee chair Maria Zuber are warranted for the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/24/2024	Management	8	Elect Director Lionel L. Nowell, III	For	For	For	For	Votes AGAINST R. Kerry Clark, Kathleen Bader, and James Ziemer are warranted for serving as non-independent members of a key board committee.Votes AGAINST Governance Committee chair Maria Zuber are warranted for the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/24/2024	Management	9	Elect Director James L. Ziemer	For	For	Against	Against	Votes AGAINST R. Kerry Clark, Kathleen Bader, and James Ziemer are warranted for serving as non-independent members of a key board committee.Votes AGAINST Governance Committee chair Maria Zuber are warranted for the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/24/2024	Management	10	Elect Director Maria T. Zuber	For	For	Against	Against	Votes AGAINST R. Kerry Clark, Kathleen Bader, and James Ziemer are warranted for serving as non-independent members of a key board committee.Votes AGAINST Governance Committee chair Maria Zuber are warranted for the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/24/2024	Management	11	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Textron Inc.	04/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Textron Inc.	04/24/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Textron Inc.	04/24/2024	Shareholder	14	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.
The AES Corporation	04/25/2024	Management	1	Elect Director Gerard M. Anderson	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Moises Naim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/25/2024	Management	2	Elect Director Inderpal S. Bhandari	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Moises Naim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/25/2024	Management	3	Elect Director Janet G. Davidson	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Moises Naim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/25/2024	Management	4	Elect Director Andres R. Gluski	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Moises Naim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/25/2024	Management	5	Elect Director Holly K. Koepfel	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Moises Naim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/25/2024	Management	6	Elect Director Julia M. Laulis	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Moises Naim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/25/2024	Management	7	Elect Director Alain Monie	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Moises Naim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/25/2024	Management	8	Elect Director John B. Morse, Jr.	For	For	Against	Against	Votes AGAINST John (Jay) Morse Jr. and Moises Naim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/25/2024	Management	9	Elect Director Moises Naim	For	For	Against	Against	Votes AGAINST John (Jay) Morse Jr. and Moises Naim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The AES Corporation	04/25/2024	Management	10	Elect Director Teresa M. Sebastian	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Moises Naim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/25/2024	Management	11	Elect Director Maura Shaughnessy	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Moises Naim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The AES Corporation	04/25/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Allstate Corporation	05/14/2024	Management	1	Elect Director Donald E. Brown	For	For	For	For	Votes AGAINST Kermit Crawford, Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/14/2024	Management	2	Elect Director Kermit R. Crawford	For	For	Against	Against	Votes AGAINST Kermit Crawford, Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/14/2024	Management	3	Elect Director Richard T. Hume	For	For	For	For	Votes AGAINST Kermit Crawford, Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/14/2024	Management	4	Elect Director Margaret M. Keane	For	For	For	For	Votes AGAINST Kermit Crawford, Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/14/2024	Management	5	Elect Director Siddharth N. (Bobby) Mehta	For	For	For	For	Votes AGAINST Kermit Crawford, Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/14/2024	Management	6	Elect Director Maria Morris	For	For	For	For	Votes AGAINST Kermit Crawford, Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/14/2024	Management	7	Elect Director Jacques P. Perold	For	For	For	For	Votes AGAINST Kermit Crawford, Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/14/2024	Management	8	Elect Director Andrea Redmond	For	For	Against	Against	Votes AGAINST Kermit Crawford, Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Allstate Corporation	05/14/2024	Management	9	Elect Director Gregg M. Sherrill	For	For	For	For	Votes AGAINST Kermit Crawford, Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/14/2024	Management	10	Elect Director Judith A. Sprieser	For	For	Against	Against	Votes AGAINST Kermit Crawford, Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/14/2024	Management	11	Elect Director Perry M. Traquina	For	For	For	For	Votes AGAINST Kermit Crawford, Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/14/2024	Management	12	Elect Director Monica Turner	For	For	For	For	Votes AGAINST Kermit Crawford, Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/14/2024	Management	13	Elect Director Thomas J. Wilson	For	For	For	For	Votes AGAINST Kermit Crawford, Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/14/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The Allstate Corporation	05/14/2024	Management	15	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Allstate Corporation	05/14/2024	Shareholder	16	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
The AZEK Company Inc.	03/01/2024	Management	1	Elect Director Sallie B. Bailey	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	2	Elect Director Pamela Edwards	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	3	Elect Director Howard Heckes	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	4	Elect Director Gary Hendrickson	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	5	Elect Director Vernon J. Nagel	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	6	Elect Director Harmit Singh	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	7	Elect Director Jesse Singh	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	8	Elect Director Fiona Tan	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/01/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The AZEK Company Inc.	03/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives are primarily based on pre-set objective metrics, and equity awards are half performance-conditioned with performance measured over a multi-year period. However, CEO pay increased by 25 percent year-over-year, without specific rationale. This included a significant increase in the target opportunity of the CEO's equity awards, contributing to the misalignment between pay and performance for the year in review. Further, while closing cycle goals and actual results are disclosed, forward-looking goals for PSUs are not provided.
The Bank of New York Mellon Corporation	04/09/2024	Management	1	Elect Director Linda Z. Cook	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/09/2024	Management	2	Elect Director Joseph J. Echevarria	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/09/2024	Management	3	Elect Director M. Amy Gilliland	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/09/2024	Management	4	Elect Director Jeffrey A. Goldstein	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/09/2024	Management	5	Elect Director K. Guru Gowrappan	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/09/2024	Management	6	Elect Director Ralph Izzo	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/09/2024	Management	7	Elect Director Sandra E. "Sandie" O'Connor	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/09/2024	Management	8	Elect Director Elizabeth E. Robinson	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/09/2024	Management	9	Elect Director Rakefet Russak-Aminoach	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/09/2024	Management	10	Elect Director Robin A. Vince	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/09/2024	Management	11	Elect Director Alfred W. "Al" Zollar	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Bank of New York Mellon Corporation	04/09/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Bank of New York Mellon Corporation	04/09/2024	Shareholder	14	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's state level lobbying, indirect lobbying expenditures and board oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
The Bank of New York Mellon Corporation	04/09/2024	Shareholder	15	Report on Risks Related to Discrimination Against Individuals Including Religious/Political Views	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against patrons.
The Boeing Company	05/17/2024	Management	1	Elect Director Robert A. Bradway	For	For	For	For	A vote FOR the reelection of Aerospace Safety Committee Chair David L. Joyce is warranted, with caution. There continue to be concerns with quality control in Boeing's aircraft manufacturing which will need to be resolved for the company to regain the confidence of regulators, customers and shareholders. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Boeing Company	05/17/2024	Management	2	Elect Director David L. Calhoun	For	For	For	For	A vote FOR the reelection of Aerospace Safety Committee Chair David L. Joyce is warranted, with caution. There continue to be concerns with quality control in Boeing's aircraft manufacturing which will need to be resolved for the company to regain the confidence of regulators, customers and shareholders. A vote FOR the remaining director nominees is warranted.
The Boeing Company	05/17/2024	Management	3	Elect Director Lynne M. Doughtie	For	For	For	For	A vote FOR the reelection of Aerospace Safety Committee Chair David L. Joyce is warranted, with caution. There continue to be concerns with quality control in Boeing's aircraft manufacturing which will need to be resolved for the company to regain the confidence of regulators, customers and shareholders. A vote FOR the remaining director nominees is warranted.
The Boeing Company	05/17/2024	Management	4	Elect Director David L. Gitlin	For	For	For	For	A vote FOR the reelection of Aerospace Safety Committee Chair David L. Joyce is warranted, with caution. There continue to be concerns with quality control in Boeing's aircraft manufacturing which will need to be resolved for the company to regain the confidence of regulators, customers and shareholders. A vote FOR the remaining director nominees is warranted.
The Boeing Company	05/17/2024	Management	5	Elect Director Lynn J. Good	For	For	For	For	A vote FOR the reelection of Aerospace Safety Committee Chair David L. Joyce is warranted, with caution. There continue to be concerns with quality control in Boeing's aircraft manufacturing which will need to be resolved for the company to regain the confidence of regulators, customers and shareholders. A vote FOR the remaining director nominees is warranted.
The Boeing Company	05/17/2024	Management	6	Elect Director Stayce D. Harris	For	For	For	For	A vote FOR the reelection of Aerospace Safety Committee Chair David L. Joyce is warranted, with caution. There continue to be concerns with quality control in Boeing's aircraft manufacturing which will need to be resolved for the company to regain the confidence of regulators, customers and shareholders. A vote FOR the remaining director nominees is warranted.
The Boeing Company	05/17/2024	Management	7	Elect Director Akhil Johri	For	For	For	For	A vote FOR the reelection of Aerospace Safety Committee Chair David L. Joyce is warranted, with caution. There continue to be concerns with quality control in Boeing's aircraft manufacturing which will need to be resolved for the company to regain the confidence of regulators, customers and shareholders. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Boeing Company	05/17/2024	Management	8	Elect Director David L. Joyce	For	For	For	For	A vote FOR the reelection of Aerospace Safety Committee Chair David L. Joyce is warranted, with caution. There continue to be concerns with quality control in Boeing's aircraft manufacturing which will need to be resolved for the company to regain the confidence of regulators, customers and shareholders. A vote FOR the remaining director nominees is warranted.
The Boeing Company	05/17/2024	Management	9	Elect Director Steven M. Mollenkopf	For	For	For	For	A vote FOR the reelection of Aerospace Safety Committee Chair David L. Joyce is warranted, with caution. There continue to be concerns with quality control in Boeing's aircraft manufacturing which will need to be resolved for the company to regain the confidence of regulators, customers and shareholders. A vote FOR the remaining director nominees is warranted.
The Boeing Company	05/17/2024	Management	10	Elect Director John M. Richardson	For	For	For	For	A vote FOR the reelection of Aerospace Safety Committee Chair David L. Joyce is warranted, with caution. There continue to be concerns with quality control in Boeing's aircraft manufacturing which will need to be resolved for the company to regain the confidence of regulators, customers and shareholders. A vote FOR the remaining director nominees is warranted.
The Boeing Company	05/17/2024	Management	11	Elect Director Sabrina Soussan	For	For	For	For	A vote FOR the reelection of Aerospace Safety Committee Chair David L. Joyce is warranted, with caution. There continue to be concerns with quality control in Boeing's aircraft manufacturing which will need to be resolved for the company to regain the confidence of regulators, customers and shareholders. A vote FOR the remaining director nominees is warranted.
The Boeing Company	05/17/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
The Boeing Company	05/17/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Boeing Company	05/17/2024	Shareholder	14	Publish Third Party Review of China Business and ESG Commitments	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company is adequately disclosing progress and accountability to its ESG commitments.
The Boeing Company	05/17/2024	Shareholder	15	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted at this time as shareholders may benefit from a more complete evaluation of climate lobbying being conducted on the company's behalf.
The Boeing Company	05/17/2024	Shareholder	16	Report on Median Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted. Additional pay gap statistics may allow shareholders to more fully evaluate the company's progress in reducing pay inequities and associated risks.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Boeing Company	05/17/2024	Shareholder	17	Report on Risks Related to Diversity, Equity, and Inclusion Efforts	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company's current disclosures are adequate for shareholders to assess whether the company's DEI initiatives create risks of discrimination.
The Boeing Company	05/17/2024	Shareholder	18	Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as more information about the company's plans to mitigate risks related to climate change and take advantage of opportunities as its customers seek to reduce emissions associated with defense contracting could help shareholders assess the company's strategies to manage a transition to a low carbon economy.
The Boston Beer Company, Inc.	05/07/2024	Management	1	Elect Director Meghan V. Joyce	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board. WITHHOLD votes for Jean-Michel Valette are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Jean-Michel Valette and Meghan Joyce are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent Audit Committee members Meghan Joyce and Jean-Michel Valette are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cynthia L. Swanson is warranted.
The Boston Beer Company, Inc.	05/07/2024	Management	2	Elect Director Cynthia L. Swanson	For	For	For	For	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board. WITHHOLD votes for Jean-Michel Valette are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Jean-Michel Valette and Meghan Joyce are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent Audit Committee members Meghan Joyce and Jean-Michel Valette are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cynthia L. Swanson is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Boston Beer Company, Inc.	05/07/2024	Management	3	Elect Director Jean-Michel Valette	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board. WITHHOLD votes for Jean-Michel Valette are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Jean-Michel Valette and Meghan Joyce are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent Audit Committee members Meghan Joyce and Jean-Michel Valette are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cynthia L. Swanson is warranted.
The Boston Beer Company, Inc.	05/07/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The Charles Schwab Corporation	05/23/2024	Management	1	Elect Director Walter W. Bettinger, II	For	For	Against	Against	Votes AGAINST non-independent nominees Walter Bettinger II and Bharat Masrani are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporation	05/23/2024	Management	2	Elect Director Joan T. Dea	For	For	For	For	Votes AGAINST non-independent nominees Walter Bettinger II and Bharat Masrani are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporation	05/23/2024	Management	3	Elect Director Christopher V. Dodds	For	For	For	For	Votes AGAINST non-independent nominees Walter Bettinger II and Bharat Masrani are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporation	05/23/2024	Management	4	Elect Director Bharat B. Masrani	For	For	Against	Against	Votes AGAINST non-independent nominees Walter Bettinger II and Bharat Masrani are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporation	05/23/2024	Management	5	Elect Director Charles A. Ruffel	For	For	For	For	Votes AGAINST non-independent nominees Walter Bettinger II and Bharat Masrani are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporation	05/23/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Charles Schwab Corporation	05/23/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The Charles Schwab Corporation	05/23/2024	Shareholder	8	Improve Executive Compensation Program and Policy	Against	Against	For	For	A vote FOR this resolution is warranted. Inclusion of CEO pay ratio as a guiding factor for the improvement of executive compensation could allow for more informed and contextual assessments by investors as to whether the company's executive compensation practices are reasonable and fair and aligned with shareholders' long-term interests.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Charles Schwab Corporation	05/23/2024	Shareholder	9	Report on Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against employees.
The Charles Schwab Corporation	05/23/2024	Shareholder	10	Report on Median Gender/Racial Pay Gaps	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from median racial/gender pay gap reporting that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.
The Chemours Company	05/21/2024	Management	1	Elect Director Curtis V. Anastasio	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	2	Elect Director Alister Cowan	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	3	Elect Director Mary B. Cranston	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	4	Elect Director Denise Dignam	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	5	Elect Director Dawn L. Farrell	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	6	Elect Director Pamela F. Fletcher	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	7	Elect Director Erin N. Kane	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Chemours Company	05/21/2024	Management	8	Elect Director Sean D. Keohane	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	9	Elect Director Guillaume Pepy	For	For	For	For	A vote FOR the director nominees is warranted, though support with caution is warranted for governance committee chair Mary Cranston given the failure to resubmit a management proposal to eliminate supermajority vote requirements.
The Chemours Company	05/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
The Chemours Company	05/21/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Cigna Group	04/24/2024	Management	1	Elect Director David M. Cordani	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/24/2024	Management	2	Elect Director William J. DeLaney	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/24/2024	Management	3	Elect Director Eric J. Foss	For	For	Against	Against	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/24/2024	Management	4	Elect Director Elder Granger	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/24/2024	Management	5	Elect Director Neesha Hathi	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/24/2024	Management	6	Elect Director George Kurian	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/24/2024	Management	7	Elect Director Kathleen M. Mazzarella	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Cigna Group	04/24/2024	Management	8	Elect Director Mark B. McClellan	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/24/2024	Management	9	Elect Director Philip O. Ozuah	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/24/2024	Management	10	Elect Director Kimberly A. Ross	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/24/2024	Management	11	Elect Director Eric C. Wiseman	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/24/2024	Management	12	Elect Director Donna F. Zarcone	For	For	Against	Against	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/24/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Cigna Group	04/24/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Cigna Group	04/24/2024	Shareholder	15	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent to 15 percent would improve shareholders' ability to use the special meeting right.
The Cigna Group	04/24/2024	Shareholder	16	Report on Risks Created by the Company's Diversity, Equity, and Inclusion Efforts	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosure related to its diversity, equity and inclusion efforts and its management of related risks.
The Coca-Cola Company	05/01/2024	Management	1	Elect Director Herb Allen	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	05/01/2024	Management	2	Elect Director Marc Bolland	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Coca-Cola Company	05/01/2024	Management	3	Elect Director Ana Botin	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	05/01/2024	Management	4	Elect Director Christopher C. Davis	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	05/01/2024	Management	5	Elect Director Barry Diller	For	For	Against	Against	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	05/01/2024	Management	6	Elect Director Carolyn Everson	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	05/01/2024	Management	7	Elect Director Helene D. Gayle	For	For	Against	Against	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	05/01/2024	Management	8	Elect Director Thomas S. Gayner	For	Against	Against	Against	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Coca-Cola Company	05/01/2024	Management	9	Elect Director Alexis M. Herman	For	For	Against	Against	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	05/01/2024	Management	10	Elect Director Maria Elena Lagomasino	For	For	Against	Against	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	05/01/2024	Management	11	Elect Director Amity Millhiser	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	05/01/2024	Management	12	Elect Director James Quincey	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	05/01/2024	Management	13	Elect Director Caroline J. Tsay	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	05/01/2024	Management	14	Elect Director David B. Weinberg	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller, Helene Gayle and Alexis Herman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	05/01/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Coca-Cola Company	05/01/2024	Management	16	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Coca-Cola Company	05/01/2024	Management	17	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable employer contribution, and has reasonable limits on employee contributions.
The Coca-Cola Company	05/01/2024	Management	18	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Coca-Cola Company	05/01/2024	Shareholder	19	Report on Risks Created by the Company's Diversity, Equity, and Inclusion Efforts	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company provides adequate disclosure related to its diversity, equity and inclusion efforts and its management of related risks.
The Coca-Cola Company	05/01/2024	Shareholder	20	Issue Third Party Assessment of Safety of Non-Sugar Sweeteners	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure would benefit shareholders better understand the effectiveness of the company's efforts to assess and address potential health harms associated with the use of non-sugar sweeteners and provide greater assurance to shareholders that Coca-Cola's initiatives and practices guard against possible risks to the firm.
The Coca-Cola Company	05/01/2024	Shareholder	21	Report on Risks Caused by the Decline in the Quality of Accessible Medical Care	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs to the company and its employees associated with restrictive healthcare policies would allow shareholders to better assess how the company is managing such associated risks.
The Cooper Companies, Inc.	03/19/2024	Management	1	Elect Director Colleen E. Jay	For	For	For	For	A vote FOR the director nominee is warranted.
The Cooper Companies, Inc.	03/19/2024	Management	2	Elect Director William A. Kozy	For	For	For	For	A vote FOR the director nominee is warranted.
The Cooper Companies, Inc.	03/19/2024	Management	3	Elect Director Lawrence E. Kurzius	For	For	For	For	A vote FOR the director nominee is warranted.
The Cooper Companies, Inc.	03/19/2024	Management	4	Elect Director Cynthia L. Lucchese	For	For	For	For	A vote FOR the director nominee is warranted.
The Cooper Companies, Inc.	03/19/2024	Management	5	Elect Director Teresa S. Madden	For	For	For	For	A vote FOR the director nominee is warranted.
The Cooper Companies, Inc.	03/19/2024	Management	6	Elect Director Maria Rivas	For	For	For	For	A vote FOR the director nominee is warranted.
The Cooper Companies, Inc.	03/19/2024	Management	7	Elect Director Robert S. Weiss	For	For	For	For	A vote FOR the director nominee is warranted.
The Cooper Companies, Inc.	03/19/2024	Management	8	Elect Director Albert G. White, III	For	For	For	For	A vote FOR the director nominee is warranted.
The Cooper Companies, Inc.	03/19/2024	Management	9	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Cooper Companies, Inc.	03/19/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Goldman Sachs Group, Inc.	04/24/2024	Management	1	Elect Director Michele Burns	For	For	Against	Against	Votes AGAINST David Viniar, M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/24/2024	Management	2	Elect Director Mark Flaherty	For	For	For	For	Votes AGAINST David Viniar, M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Goldman Sachs Group, Inc.	04/24/2024	Management	3	Elect Director Kimberley Harris	For	For	For	For	Votes AGAINST David Viniar, M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/24/2024	Management	4	Elect Director Kevin Johnson	For	For	For	For	Votes AGAINST David Viniar, M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/24/2024	Management	5	Elect Director Ellen Kullman	For	For	For	For	Votes AGAINST David Viniar, M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/24/2024	Management	6	Elect Director Lakshmi Mittal	For	For	Against	Against	Votes AGAINST David Viniar, M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/24/2024	Management	7	Elect Director Thomas Montag	For	For	For	For	Votes AGAINST David Viniar, M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/24/2024	Management	8	Elect Director Peter Oppenheimer	For	For	For	For	Votes AGAINST David Viniar, M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/24/2024	Management	9	Elect Director David Solomon	For	For	For	For	Votes AGAINST David Viniar, M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/24/2024	Management	10	Elect Director Jan Tighe	For	For	For	For	Votes AGAINST David Viniar, M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/24/2024	Management	11	Elect Director David Viniar	For	For	Against	Against	Votes AGAINST David Viniar, M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted because the company provided an excessive amount for the CEO's life insurance, automobile, and tax planning-related perquisites. In addition, the discretionary nature of incentive award determinations along with a lack of certain key disclosures continues to raise some concern.
The Goldman Sachs Group, Inc.	04/24/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Goldman Sachs Group, Inc.	04/24/2024	Shareholder	14	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
The Goldman Sachs Group, Inc.	04/24/2024	Shareholder	15	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying payments would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
The Goldman Sachs Group, Inc.	04/24/2024	Shareholder	16	Report on Efforts to Prevent Discrimination	Against	Against	For	For	A vote FOR this proposal is warranted as greater disclosure on the company's harassment and discrimination policies and the effectiveness of implementation of these policies would help shareholders better assess how the company is addressing associated risks.
The Goldman Sachs Group, Inc.	04/24/2024	Shareholder	17	Issue Environmental Justice Report	Against	Against	For	For	A vote FOR this proposal is warranted, as further disclosure on the requested report would help shareholders assess the company's management of environmental justice issues, as well as adequately track progress on these issues.
The Goldman Sachs Group, Inc.	04/24/2024	Shareholder	18	Report on Clean Energy Supply Financing Ratio	Against	For	For	For	A vote FOR the resolution asking for the bank to publish its clean energy financing ratio is warranted as it will give shareholders increased information on how the bank is progressing on its goal to align its financing activities with a net zero by 2050 pathway.
The Goldman Sachs Group, Inc.	04/24/2024	Shareholder	19	Review Proxy Voting Record and Policies Related to Climate Change and Diversity	Against	Against	For	For	A vote FOR this resolution is warranted. Additional disclosure related to the company's stewardship efforts, proxy voting record, and policies on its approach on climate change and diversity issues would help to further complement the company's commitments and ensure stronger alignment between the company's policies and the client's preferences. The report would also enable shareholders to better understand how the company is managing related reputational and business risks created by climate change and diversity issues.
The Goldman Sachs Group, Inc.	04/24/2024	Shareholder	20	Restrict spending on climate change-related analysis or actions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides shareholders with sufficient information on how it assesses the costs and opportunities associated with its net zero goal.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Goldman Sachs Group, Inc.	04/24/2024	Shareholder	21	Report on Pay Equity	Against	For	For	For	A vote FOR this proposal is warranted. The requested adjusted and unadjusted median pay gap statistics may allow shareholders to evaluate and measure the company's progress towards reducing pay inequities more fully.
The Goldman Sachs Group, Inc.	04/24/2024	Shareholder	22	Adopt Director Election Resignation Bylaw *Withdrawn Resolution*					
The Hartford Financial Services Group, Inc.	05/15/2024	Management	1	Elect Director Larry D. De Shon	For	For	For	For	Votes AGAINST Trevor Fetter and Virginia Ruesterholz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/15/2024	Management	2	Elect Director Carlos Dominguez	For	For	For	For	Votes AGAINST Trevor Fetter and Virginia Ruesterholz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/15/2024	Management	3	Elect Director Trevor Fetter	For	For	Against	Against	Votes AGAINST Trevor Fetter and Virginia Ruesterholz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/15/2024	Management	4	Elect Director Donna A. James	For	For	For	For	Votes AGAINST Trevor Fetter and Virginia Ruesterholz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/15/2024	Management	5	Elect Director Edmund Reese	For	For	For	For	Votes AGAINST Trevor Fetter and Virginia Ruesterholz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/15/2024	Management	6	Elect Director Teresa Wynn Roseborough	For	For	For	For	Votes AGAINST Trevor Fetter and Virginia Ruesterholz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/15/2024	Management	7	Elect Director Virginia P. Ruesterholz	For	For	Against	Against	Votes AGAINST Trevor Fetter and Virginia Ruesterholz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/15/2024	Management	8	Elect Director Christopher J. Swift	For	For	For	For	Votes AGAINST Trevor Fetter and Virginia Ruesterholz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/15/2024	Management	9	Elect Director Matthew E. Winter	For	For	For	For	Votes AGAINST Trevor Fetter and Virginia Ruesterholz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Hartford Financial Services Group, Inc.	05/15/2024	Management	10	Elect Director Greig Woodring	For	For	For	For	Votes AGAINST Trevor Fetter and Virginia Ruesterholz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/15/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Hartford Financial Services Group, Inc.	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The Hartford Financial Services Group, Inc.	05/15/2024	Management	13	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
The Hershey Company	05/06/2024	Management	1	Elect Director Michele G. Buck	For	For	For	For	WITHHOLD votes for Anthony Palmer and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, M. Diane Koken, Robert Malcolm, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/06/2024	Management	2	Elect Director Victor L. Crawford	For	For	For	For	WITHHOLD votes for Anthony Palmer and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, M. Diane Koken, Robert Malcolm, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/06/2024	Management	3	Elect Director Robert M. Dutkowsky	For	Withhold	Withhold	Withhold	WITHHOLD votes for Anthony Palmer and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, M. Diane Koken, Robert Malcolm, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/06/2024	Management	4	Elect Director Mary Kay Haben	For	For	For	For	WITHHOLD votes for Anthony Palmer and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, M. Diane Koken, Robert Malcolm, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Hershey Company	05/06/2024	Management	5	Elect Director M. Diane Koken	For	Withhold	Withhold	Withhold	WITHHOLD votes for Anthony Palmer and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, M. Diane Koken, Robert Malcolm, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/06/2024	Management	6	Elect Director Huong Maria T. Kraus	For	For	For	For	WITHHOLD votes for Anthony Palmer and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, M. Diane Koken, Robert Malcolm, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/06/2024	Management	7	Elect Director Robert M. Malcolm	For	Withhold	Withhold	Withhold	WITHHOLD votes for Anthony Palmer and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, M. Diane Koken, Robert Malcolm, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/06/2024	Management	8	Elect Director Kevin M. Ozan	For	For	For	For	WITHHOLD votes for Anthony Palmer and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, M. Diane Koken, Robert Malcolm, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/06/2024	Management	9	Elect Director Anthony J. Palmer	For	Withhold	Withhold	Withhold	WITHHOLD votes for Anthony Palmer and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, M. Diane Koken, Robert Malcolm, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Hershey Company	05/06/2024	Management	10	Elect Director Juan R. Perez	For	Withhold	Withhold	Withhold	WITHHOLD votes for Anthony Palmer and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, M. Diane Koken, Robert Malcolm, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/06/2024	Management	11	Elect Director Cordel Robbin-Coker	For	For	For	For	WITHHOLD votes for Anthony Palmer and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, M. Diane Koken, Robert Malcolm, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/06/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Hershey Company	05/06/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The Hershey Company	05/06/2024	Shareholder	14	Commission Third Party Supply Chain Assessment on Achieving a Living Income for Cocoa Farmers	Against	Against	For	For	A vote FOR this proposal is warranted as it would serve to further strengthen the company's commitment to global diversity, equity, and inclusion, and would also enable shareholders to better assess the company's management of risks related to compensation and workforce practices.
The Hershey Company	05/06/2024	Shareholder	15	Report on Support for a Circular Economy for Packaging	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure on the company's efforts to support a circular economy for packaging would allow shareholders to better assess the company's management of related risk.
The Home Depot, Inc.	05/16/2024	Management	1	Elect Director Gerard J. Arpey	For	For	For	For	Votes AGAINST Ari Bousbib and J. Frank Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/16/2024	Management	2	Elect Director Ari Bousbib	For	For	Against	Against	Votes AGAINST Ari Bousbib and J. Frank Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/16/2024	Management	3	Elect Director Jeffery H. Boyd	For	For	For	For	Votes AGAINST Ari Bousbib and J. Frank Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/16/2024	Management	4	Elect Director Gregory D. Brenneman	For	For	For	For	Votes AGAINST Ari Bousbib and J. Frank Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Home Depot, Inc.	05/16/2024	Management	5	Elect Director J. Frank Brown	For	For	Against	Against	Votes AGAINST Ari Bousbib and J. Frank Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/16/2024	Management	6	Elect Director Edward P. Decker	For	For	For	For	Votes AGAINST Ari Bousbib and J. Frank Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/16/2024	Management	7	Elect Director Wayne M. Hewett	For	For	For	For	Votes AGAINST Ari Bousbib and J. Frank Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/16/2024	Management	8	Elect Director Manuel Kadre	For	For	For	For	Votes AGAINST Ari Bousbib and J. Frank Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/16/2024	Management	9	Elect Director Stephanie C. Linnartz	For	For	For	For	Votes AGAINST Ari Bousbib and J. Frank Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/16/2024	Management	10	Elect Director Paula Santilli	For	For	For	For	Votes AGAINST Ari Bousbib and J. Frank Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/16/2024	Management	11	Elect Director Caryn Seidman-Becker	For	For	For	For	Votes AGAINST Ari Bousbib and J. Frank Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/16/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Home Depot, Inc.	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The Home Depot, Inc.	05/16/2024	Shareholder	14	Adopt Policy to Require Board of Directors Members to Disclose their Political Donations	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The personal donation decisions made by director nominees are not relevant to their responsibility to exercise their fiduciary duty to the company, and the company discloses sufficient policies, procedures, and oversight to avoid directors making contributions on behalf of the company without approval.
The Home Depot, Inc.	05/16/2024	Shareholder	15	Report on Political Spending Congruency	Against	Against	For	For	A vote FOR this proposal is warranted, as a report on the congruency of the company's political expenditures with its stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political spending.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Home Depot, Inc.	05/16/2024	Shareholder	16	Report on Corporate Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its corporate contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
The Home Depot, Inc.	05/16/2024	Shareholder	17	Report on Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its anti-discrimination policies.
The Home Depot, Inc.	05/16/2024	Shareholder	18	Disclose a Biodiversity Impact and Dependency Assessment	Against	Against	For	For	A vote FOR this proposal is warranted, as further disclosure would help shareholders assess how the company is managing related risks associated with biodiversity loss, as well as adequately track progress on these issues.
The Home Depot, Inc.	05/16/2024	Shareholder	19	Clawback of Incentive Payments	Against	For	For	For	A vote FOR this proposal is warranted as the company's current clawback policy does not provide for the disclosure of the amounts and circumstances surrounding all recoupments. Such disclosure would benefit shareholders.
The Kraft Heinz Company	05/02/2024	Management	1	Elect Director Carlos Abrams-Rivera	For	For	For	For	A vote FOR the director nominee is warranted.
The Kraft Heinz Company	05/02/2024	Management	2	Elect Director Humberto P. Alfonso	For	For	For	For	A vote FOR the director nominee is warranted.
The Kraft Heinz Company	05/02/2024	Management	3	Elect Director John T. Cahill	For	For	For	For	A vote FOR the director nominee is warranted.
The Kraft Heinz Company	05/02/2024	Management	4	Elect Director Lori Dickerson Fouche	For	For	For	For	A vote FOR the director nominee is warranted.
The Kraft Heinz Company	05/02/2024	Management	5	Elect Director Diane Gherson	For	For	For	For	A vote FOR the director nominee is warranted.
The Kraft Heinz Company	05/02/2024	Management	6	Elect Director Timothy Kenesey	For	For	For	For	A vote FOR the director nominee is warranted.
The Kraft Heinz Company	05/02/2024	Management	7	Elect Director Alicia Knapp	For	For	For	For	A vote FOR the director nominee is warranted.
The Kraft Heinz Company	05/02/2024	Management	8	Elect Director Elio Leoni Sceti	For	For	For	For	A vote FOR the director nominee is warranted.
The Kraft Heinz Company	05/02/2024	Management	9	Elect Director James Park	For	For	For	For	A vote FOR the director nominee is warranted.
The Kraft Heinz Company	05/02/2024	Management	10	Elect Director Miguel Patricio	For	For	For	For	A vote FOR the director nominee is warranted.
The Kraft Heinz Company	05/02/2024	Management	11	Elect Director John C. Pope	For	For	For	For	A vote FOR the director nominee is warranted.
The Kraft Heinz Company	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Kraft Heinz Company	05/02/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Kraft Heinz Company	05/02/2024	Shareholder	14	Report on Recyclability Claims	Against	For	For	For	A vote FOR this proposal is warranted, as increased assessment and disclosure of the recyclability of its plastic packaging would help shareholders better understand how the company is managing an emerging area of legal and reputational risk.
The Kraft Heinz Company	05/02/2024	Shareholder	15	Phase out Purchasing of Pork from Suppliers Using Gestation Stalls	Against	For	For	For	A vote FOR this resolution is warranted. In light of regulatory developments and the company's lack of targets, shareholders would benefit from more information on the company's progress related to reducing or eliminating the use of gestation crates in its pork supply chain.
The Kraft Heinz Company	05/02/2024	Shareholder	16	Report on Risks Arising From Voluntary Carbon-Reduction Commitments	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides shareholders with sufficient information on how it assesses the risks associated with its climate goals and the business rationale for its emissions reduction targets.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Kroger Co.	06/27/2024	Management	1	Elect Director Nora A. Aufreiter	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/27/2024	Management	2	Elect Director Kevin M. Brown	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/27/2024	Management	3	Elect Director Elaine L. Chao	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/27/2024	Management	4	Elect Director Anne Gates	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/27/2024	Management	5	Elect Director Karen M. Hoguet	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/27/2024	Management	6	Elect Director W. Rodney McMullen	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/27/2024	Management	7	Elect Director Clyde R. Moore	For	For	Against	Against	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/27/2024	Management	8	Elect Director Ronald L. Sargent	For	For	Against	Against	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/27/2024	Management	9	Elect Director J. Amanda Sourry Knox (Amanda Sourry)	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/27/2024	Management	10	Elect Director Mark S. Sutton	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/27/2024	Management	11	Elect Director Ashok Vemuri	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Kroger Co.	06/27/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The Kroger Co.	06/27/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Kroger Co.	06/27/2024	Shareholder	14	Report on Public Health Costs Due to Tobacco Product Sales and the Impact on Overall Market	Against	Against	For	For	A vote FOR this resolution is warranted because shareholders would benefit from increased disclosure regarding the company's policies and practices related to the sale of tobacco products and its risk oversight mechanisms for continued in-store tobacco sales.
The Kroger Co.	06/27/2024	Shareholder	15	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
The Kroger Co.	06/27/2024	Shareholder	16	Establish a Company Compensation Policy of Paying a Living Wage	Against	Against	For	For	A vote FOR this proposal is warranted as it would serve to further strengthen the company's commitment to global diversity, equity, and inclusion, and also enable shareholders to better assess the company's management of risks related to compensation and workforce practices.
The Kroger Co.	06/27/2024	Shareholder	17	Report on "Just Transition"	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on how the company's net zero transition goals will be achieved in a manner consistent with just transition principles.
The Middleby Corporation	05/14/2024	Management	1	Elect Director Sarah Palisi Chapin	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	2	Elect Director Timothy J. FitzGerald	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	3	Elect Director Cathy L. McCarthy	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	4	Elect Director John R. Miller, III	For	For	Against	Against	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	5	Elect Director Robert A. Nerbonne	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Middleby Corporation	05/14/2024	Management	6	Elect Director Gordon J. O'Brien	For	For	Against	Against	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	7	Elect Director Stephen R. Scherger	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	8	Elect Director Tejas P. Shah	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	9	Elect Director Nassem A. Ziyad	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Middleby Corporation	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Middleby Corporation	05/14/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Mosaic Company	06/06/2024	Management	1	Elect Director Cheryl K. Beebe	For	For	For	For	Votes AGAINST Gregory (Greg) Ebel, Emery Koenig and David Seaton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	06/06/2024	Management	2	Elect Director Gregory L. Ebel	For	For	Against	Against	Votes AGAINST Gregory (Greg) Ebel, Emery Koenig and David Seaton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	06/06/2024	Management	3	Elect Director Bruce M. Bodine	For	For	For	For	Votes AGAINST Gregory (Greg) Ebel, Emery Koenig and David Seaton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	06/06/2024	Management	4	Elect Director Timothy S. Gitzel	For	For	For	For	Votes AGAINST Gregory (Greg) Ebel, Emery Koenig and David Seaton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	06/06/2024	Management	5	Elect Director Emery N. Koenig	For	For	Against	Against	Votes AGAINST Gregory (Greg) Ebel, Emery Koenig and David Seaton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	06/06/2024	Management	6	Elect Director Jody L. Kuzenko	For	For	For	For	Votes AGAINST Gregory (Greg) Ebel, Emery Koenig and David Seaton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Mosaic Company	06/06/2024	Management	7	Elect Director David T. Seaton	For	For	Against	Against	Votes AGAINST Gregory (Greg) Ebel, Emery Koenig and David Seaton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	06/06/2024	Management	8	Elect Director Joao Roberto Goncalves Teixeira	For	For	For	For	Votes AGAINST Gregory (Greg) Ebel, Emery Koenig and David Seaton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	06/06/2024	Management	9	Elect Director Gretchen H. Watkins	For	For	For	For	Votes AGAINST Gregory (Greg) Ebel, Emery Koenig and David Seaton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	06/06/2024	Management	10	Elect Director Kelvin R. Westbrook	For	For	For	For	Votes AGAINST Gregory (Greg) Ebel, Emery Koenig and David Seaton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	06/06/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Mosaic Company	06/06/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The New York Times Company	04/24/2024	Management	1	Elect Director Amanpal S. Bhutani	For	For	For	For	A vote FOR Governance Committee member Manuel Bronstein is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/24/2024	Management	2	Elect Director Manuel Bronstein	For	For	For	For	A vote FOR Governance Committee member Manuel Bronstein is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/24/2024	Management	3	Elect Director Beth Brooke	For	For	For	For	A vote FOR Governance Committee member Manuel Bronstein is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/24/2024	Management	4	Elect Director Anuradha B. Subramanian	For	For	For	For	A vote FOR Governance Committee member Manuel Bronstein is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/24/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The PNC Financial Services Group, Inc.	04/24/2024	Management	1	Elect Director Joseph Alvarado	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The PNC Financial Services Group, Inc.	04/24/2024	Management	2	Elect Director Debra A. Cafaro	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The PNC Financial Services Group, Inc.	04/24/2024	Management	3	Elect Director Marjorie Rodgers Cheshire	For	For	For	For	A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The PNC Financial Services Group, Inc.	04/24/2024	Management	4	Elect Director William S. Demchak	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The PNC Financial Services Group, Inc.	04/24/2024	Management	5	Elect Director Andrew T. Feldstein	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The PNC Financial Services Group, Inc.	04/24/2024	Management	6	Elect Director Richard J. Harshman	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The PNC Financial Services Group, Inc.	04/24/2024	Management	7	Elect Director Daniel R. Hesse	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The PNC Financial Services Group, Inc.	04/24/2024	Management	8	Elect Director Renu Khator	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The PNC Financial Services Group, Inc.	04/24/2024	Management	9	Elect Director Linda R. Medler	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The PNC Financial Services Group, Inc.	04/24/2024	Management	10	Elect Director Robert A. Niblock	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The PNC Financial Services Group, Inc.	04/24/2024	Management	11	Elect Director Martin Pfinsgraff	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The PNC Financial Services Group, Inc.	04/24/2024	Management	12	Elect Director Bryan S. Salesky	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The PNC Financial Services Group, Inc.	04/24/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The PNC Financial Services Group, Inc.	04/24/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The PNC Financial Services Group, Inc.	04/24/2024	Management	15	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
The PNC Financial Services Group, Inc.	04/24/2024	Shareholder	16	Report on Risk Management and Implementation of Human Rights Statement	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information regarding the processes the company uses to identify and assess human rights impacts in its operations would allow shareholders to better gauge how the company is managing risks related to human rights.
The Progressive Corporation	05/10/2024	Management	1	Elect Director Danelle M. Barrett	For	For	For	For	Votes AGAINST non-independent nominees Lawton Fitt, Susan (Tricia) Griffith, Stuart Burgdoerfer, Charles (Chuck) Davis, Roger Farah and Jeffrey Kelly are warranted for lack of a majority independent board. Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, Roger Farah and Jeffrey Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/10/2024	Management	2	Elect Director Philip Bleser	For	For	For	For	Votes AGAINST non-independent nominees Lawton Fitt, Susan (Tricia) Griffith, Stuart Burgdoerfer, Charles (Chuck) Davis, Roger Farah and Jeffrey Kelly are warranted for lack of a majority independent board. Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, Roger Farah and Jeffrey Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Progressive Corporation	05/10/2024	Management	3	Elect Director Stuart B. Burgdoerfer	For	For	Against	Against	Votes AGAINST non-independent nominees Lawton Fitt, Susan (Tricia) Griffith, Stuart Burgdoerfer, Charles (Chuck) Davis, Roger Farah and Jeffrey Kelly are warranted for lack of a majority independent board. Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, Roger Farah and Jeffrey Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/10/2024	Management	4	Elect Director Pamela J. Craig	For	For	For	For	Votes AGAINST non-independent nominees Lawton Fitt, Susan (Tricia) Griffith, Stuart Burgdoerfer, Charles (Chuck) Davis, Roger Farah and Jeffrey Kelly are warranted for lack of a majority independent board. Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, Roger Farah and Jeffrey Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/10/2024	Management	5	Elect Director Charles A. Davis	For	For	Against	Against	Votes AGAINST non-independent nominees Lawton Fitt, Susan (Tricia) Griffith, Stuart Burgdoerfer, Charles (Chuck) Davis, Roger Farah and Jeffrey Kelly are warranted for lack of a majority independent board. Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, Roger Farah and Jeffrey Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/10/2024	Management	6	Elect Director Roger N. Farah	For	For	Against	Against	Votes AGAINST non-independent nominees Lawton Fitt, Susan (Tricia) Griffith, Stuart Burgdoerfer, Charles (Chuck) Davis, Roger Farah and Jeffrey Kelly are warranted for lack of a majority independent board. Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, Roger Farah and Jeffrey Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/10/2024	Management	7	Elect Director Lawton W. Fitt	For	For	Against	Against	Votes AGAINST non-independent nominees Lawton Fitt, Susan (Tricia) Griffith, Stuart Burgdoerfer, Charles (Chuck) Davis, Roger Farah and Jeffrey Kelly are warranted for lack of a majority independent board. Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, Roger Farah and Jeffrey Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Progressive Corporation	05/10/2024	Management	8	Elect Director Susan Patricia Griffith	For	For	Against	Against	Votes AGAINST non-independent nominees Lawton Fitt, Susan (Tricia) Griffith, Stuart Burgdoerfer, Charles (Chuck) Davis, Roger Farah and Jeffrey Kelly are warranted for lack of a majority independent board. Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, Roger Farah and Jeffrey Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/10/2024	Management	9	Elect Director Devin C. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Lawton Fitt, Susan (Tricia) Griffith, Stuart Burgdoerfer, Charles (Chuck) Davis, Roger Farah and Jeffrey Kelly are warranted for lack of a majority independent board. Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, Roger Farah and Jeffrey Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/10/2024	Management	10	Elect Director Jeffrey D. Kelly	For	For	Against	Against	Votes AGAINST non-independent nominees Lawton Fitt, Susan (Tricia) Griffith, Stuart Burgdoerfer, Charles (Chuck) Davis, Roger Farah and Jeffrey Kelly are warranted for lack of a majority independent board. Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, Roger Farah and Jeffrey Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/10/2024	Management	11	Elect Director Barbara R. Snyder	For	For	For	For	Votes AGAINST non-independent nominees Lawton Fitt, Susan (Tricia) Griffith, Stuart Burgdoerfer, Charles (Chuck) Davis, Roger Farah and Jeffrey Kelly are warranted for lack of a majority independent board. Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, Roger Farah and Jeffrey Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/10/2024	Management	12	Elect Director Kahina Van Dyke	For	For	For	For	Votes AGAINST non-independent nominees Lawton Fitt, Susan (Tricia) Griffith, Stuart Burgdoerfer, Charles (Chuck) Davis, Roger Farah and Jeffrey Kelly are warranted for lack of a majority independent board. Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, Roger Farah and Jeffrey Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/10/2024	Management	13	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
The Progressive Corporation	05/10/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Progressive Corporation	05/10/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Progressive Corporation	05/10/2024	Shareholder	16	Report on Risks Created by the Company's Diversity, Equity, and Inclusion Efforts	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosure related to its diversity, equity and inclusion efforts and its management of related risks.
The Sherwin-Williams Company	04/17/2024	Management	1	Elect Director Kerri B. Anderson	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/17/2024	Management	2	Elect Director Arthur F. Anton	For	For	Against	Against	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/17/2024	Management	3	Elect Director Jeff M. Fettig	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/17/2024	Management	4	Elect Director John G. Morikis	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/17/2024	Management	5	Elect Director Heidi G. Petz	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/17/2024	Management	6	Elect Director Christine A. Poon	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/17/2024	Management	7	Elect Director Aaron M. Powell	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/17/2024	Management	8	Elect Director Marta R. Stewart	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/17/2024	Management	9	Elect Director Michael H. Thaman	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/17/2024	Management	10	Elect Director Matthew Thornton, III	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/17/2024	Management	11	Elect Director Thomas L. Williams	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/17/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Sherwin-Williams Company	04/17/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Sherwin-Williams Company	04/17/2024	Shareholder	14	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Southern Company	05/22/2024	Management	1	Elect Director Janaki Akella	For	For	For	For	Votes AGAINST David Grain, Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/22/2024	Management	2	Elect Director Henry A. "Hal" Clark, III	For	For	Against	Against	Votes AGAINST David Grain, Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/22/2024	Management	3	Elect Director Shantella E. Cooper	For	For	For	For	Votes AGAINST David Grain, Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/22/2024	Management	4	Elect Director Anthony F. "Tony" Earley, Jr.	For	For	For	For	Votes AGAINST David Grain, Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/22/2024	Management	5	Elect Director David J. Grain	For	For	Against	Against	Votes AGAINST David Grain, Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/22/2024	Management	6	Elect Director Donald M. James	For	For	Against	Against	Votes AGAINST David Grain, Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/22/2024	Management	7	Elect Director John D. Johns	For	For	For	For	Votes AGAINST David Grain, Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/22/2024	Management	8	Elect Director Dale E. Klein	For	For	Against	Against	Votes AGAINST David Grain, Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/22/2024	Management	9	Elect Director David E. Meador	For	For	For	For	Votes AGAINST David Grain, Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Southern Company	05/22/2024	Management	10	Elect Director William G. Smith, Jr.	For	For	Against	Against	Votes AGAINST David Grain, Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/22/2024	Management	11	Elect Director Kristine L. Svinicki	For	For	For	For	Votes AGAINST David Grain, Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/22/2024	Management	12	Elect Director Lizanne Thomas	For	For	For	For	Votes AGAINST David Grain, Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/22/2024	Management	13	Elect Director Christopher C. Womack	For	For	For	For	Votes AGAINST David Grain, Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The Southern Company	05/22/2024	Management	15	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Southern Company	05/22/2024	Management	16	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
The Southern Company	05/22/2024	Shareholder	17	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted. Strong support for this proposal could motivate management to keep trying to pass a management proposal to eliminate the supermajority requirements, in the event that Item 4 is not approved this year.
The Southern Company	05/22/2024	Shareholder	18	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information and target setting in connection with the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
The Timken Company	05/03/2024	Management	1	Elect Director Maria A. Crowe	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	2	Elect Director Elizabeth A. Harrell	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Timken Company	05/03/2024	Management	3	Elect Director Richard G. Kyle	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	4	Elect Director Sarah C. Lauber	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	5	Elect Director Christopher L. Mapes	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	6	Elect Director James F. Palmer	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	7	Elect Director Ajita G. Rajendra	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	8	Elect Director Frank C. Sullivan	For	For	Withhold	Withhold	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	9	Elect Director John M. Timken, Jr.	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	10	Elect Director Ward J. Timken, Jr.	For	For	For	For	WITHHOLD votes for Frank Sullivan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Timken Company	05/03/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Timken Company	05/03/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Timken Company	05/03/2024	Shareholder	14	Adopt Short and Medium-Term Science-Based Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as adopting science-based greenhouse gas reduction targets would better align the company with its peers and help it better address climate-related risks and opportunities.
The TJX Companies, Inc.	06/04/2024	Management	1	Elect Director Jose B. Alvarez	For	For	For	For	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The TJX Companies, Inc.	06/04/2024	Management	2	Elect Director Alan M. Bennett	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/04/2024	Management	3	Elect Director Rosemary T. Berkery	For	For	For	For	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/04/2024	Management	4	Elect Director David T. Ching	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/04/2024	Management	5	Elect Director C. Kim Goodwin	For	For	For	For	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/04/2024	Management	6	Elect Director Ernie Herrman	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/04/2024	Management	7	Elect Director Amy B. Lane	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The TJX Companies, Inc.	06/04/2024	Management	8	Elect Director Carol Meyrowitz	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/04/2024	Management	9	Elect Director Jackwyn L. Nemerov	For	For	For	For	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/04/2024	Management	10	Elect Director Charles F. Wagner, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/04/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The TJX Companies, Inc.	06/04/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The TJX Companies, Inc.	06/04/2024	Shareholder	13	Report on Effectiveness of Social Compliance Efforts in Supply Chain	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on the effectiveness of the company's social compliance efforts and management of human rights-related risks in its supply chain.
The Trade Desk, Inc.	05/28/2024	Management	1	Elect Director Samantha Jacobson	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominee Gokul Rajaram given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes are further warranted for Gokul Rajaram due to an unmitigated pay-for-performance misalignment. A vote FOR new director nominee Samantha Jacobson is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Trade Desk, Inc.	05/28/2024	Management	2	Elect Director Gokul Rajaram	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominee Gokul Rajaram given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes are further warranted for Gokul Rajaram due to an unmitigated pay-for-performance misalignment. A vote FOR new director nominee Samantha Jacobson is warranted.
The Trade Desk, Inc.	05/28/2024	Management	3	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
The Trade Desk, Inc.	05/28/2024	Management	4	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Trade Desk, Inc.	05/28/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Travelers Companies, Inc.	05/15/2024	Management	1	Elect Director Russell G. Golden	For	For	For	For	Votes AGAINST William Kane and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/15/2024	Management	2	Elect Director William J. Kane	For	For	Against	Against	Votes AGAINST William Kane and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/15/2024	Management	3	Elect Director Thomas B. Leonardi	For	For	For	For	Votes AGAINST William Kane and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/15/2024	Management	4	Elect Director Clarence Otis, Jr.	For	For	For	For	Votes AGAINST William Kane and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/15/2024	Management	5	Elect Director Elizabeth E. Robinson	For	For	For	For	Votes AGAINST William Kane and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/15/2024	Management	6	Elect Director Rafael Santana	For	For	For	For	Votes AGAINST William Kane and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Travelers Companies, Inc.	05/15/2024	Management	7	Elect Director Todd C. Schermerhorn	For	For	For	For	Votes AGAINST William Kane and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/15/2024	Management	8	Elect Director Alan D. Schnitzer	For	For	For	For	Votes AGAINST William Kane and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/15/2024	Management	9	Elect Director Laurie J. Thomsen	For	For	Against	Against	Votes AGAINST William Kane and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/15/2024	Management	10	Elect Director Bridget van Kralingen	For	For	For	For	Votes AGAINST William Kane and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/15/2024	Management	11	Elect Director David S. Williams	For	For	For	For	Votes AGAINST William Kane and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/15/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Travelers Companies, Inc.	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
The Travelers Companies, Inc.	05/15/2024	Shareholder	14	Report on Methane Emissions	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's approach regarding methane emissions among clients would better allow shareholders to assess the company's management of related risks.
The Travelers Companies, Inc.	05/15/2024	Shareholder	15	Report on GHG Emissions Associated with Underwriting and Insuring for High Carbon Sectors	Against	Against	For	For	A vote FOR this proposal is warranted, because it would help shareholders better evaluate the company's management of climate risks from its underwriting, investment, and insurance activities.
The Travelers Companies, Inc.	05/15/2024	Shareholder	16	Report on Human Rights Risk in Underwriting	Against	Against	For	For	A vote FOR this proposal is warranted, as greater information regarding the human rights risks associated with the company's underwriting practices would allow shareholders to better assess the company's management of related risks.
The Travelers Companies, Inc.	05/15/2024	Shareholder	17	Consider Pay Disparity Between CEO and Other Employees	Against	Against	For	For	A vote FOR this proposal is warranted for the following reasons: * Consideration of pay grades and/or salary ranges of all classification of company employees when setting target amounts for CEO compensation would serve to further eliminate excessive pay disparities; and * Excessive pay disparities could pose risks to long-term shareholder value, and impact employee morale as well as a company's standing in the communities in which it operates.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Walt Disney Company	04/03/2024	Management	3	Elect Management Nominee Director Mary T. Barra	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	4	Elect Management Nominee Director Safra A. Catz	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	5	Elect Management Nominee Director Amy L. Chang	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	6	Elect Management Nominee Director D. Jeremy Darroch	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	7	Elect Management Nominee Director Carolyn N. Everson	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	8	Elect Management Nominee Director Michael B.G. Froman	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	9	Elect Management Nominee Director James P. Gorman	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	10	Elect Management Nominee Director Robert A. Iger	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	11	Elect Management Nominee Director Maria Elena Lagomasino	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	12	Elect Management Nominee Director Calvin R. McDonald	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	13	Elect Management Nominee Director Mark G. Parker	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	14	Elect Management Nominee Director Derica W. Rice	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	15	Elect Dissident Nominee Director Nelson Peltz	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	16	Elect Dissident Nominee Director James ("Jay") A. Rasulo	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	17	Elect Dissident Nominee Director Craig Hatkoff	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	18	Elect Dissident Nominee Director Jessica Schell	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	19	Elect Dissident Nominee Director Leah Solivan	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	20	Ratify PricewaterhouseCoopers LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	21	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	22	Amend Omnibus Stock Plan	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	23	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	24	Report on Congruency of Political Spending with Company Values and Priorities	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Walt Disney Company	04/03/2024	Shareholder	25	Report on Gender-Based Compensation and Benefits Inequities	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	26	Report on Charitable Contributions	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	27	Repeal Any Bylaw Provisions Adopted by the Board Without Shareholder Approval Subsequent to November 30, 2023	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	28	Advisory Vote on Board Size and Related Vacancies	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	31	Elect Dissident Nominee Director Nelson Peltz	For	For	For	For	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Shareholder	32	Elect Dissident Nominee Director James ("Jay") A. Rasulo	For	Withhold	Withhold	Withhold	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Management	34	Elect Management Nominee Director Michael B.G. Froman	Withhold	For	For	For	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Management	35	Elect Management Nominee Director Maria Elena Lagomasino	Withhold	Withhold	Withhold	Withhold	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Walt Disney Company	04/03/2024	Management	37	Elect Management Nominee Director Mary T. Barra	None	For	For	For	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Management	38	Elect Management Nominee Director Safra A. Catz	None	For	For	For	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Management	39	Elect Management Nominee Director Amy L. Chang	None	For	For	For	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Management	40	Elect Management Nominee Director D. Jeremy Darroch	None	For	For	For	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Management	41	Elect Management Nominee Director Carolyn N. Everson	None	For	For	For	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Walt Disney Company	04/03/2024	Management	42	Elect Management Nominee Director James P. Gorman	None	For	For	For	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Management	43	Elect Management Nominee Director Robert A. Iger	None	For	For	For	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Management	44	Elect Management Nominee Director Calvin R. McDonald	None	For	For	For	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Management	45	Elect Management Nominee Director Mark G. Parker	None	For	For	For	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Management	46	Elect Management Nominee Director Derica W. Rice	None	For	For	For	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Walt Disney Company	04/03/2024	Shareholder	48	Elect Dissident Nominee Director Craig Hatkoff	Withhold	Withhold	Withhold	Withhold	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Shareholder	49	Elect Dissident Nominee Director Jessica Schell	Withhold	Withhold	Withhold	Withhold	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Shareholder	50	Elect Dissident Nominee Director Leah Solivan	Withhold	Withhold	Withhold	Withhold	Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. A vote FOR management nominees Mark Parker, Robert Iger, Mary Barra, Safra Catz, Amy Chang, Carolyn Everson, Michael Froman, Calvin McDonald, Derica Rice, David Jeremy Darroch and James Gorman is warranted.
The Walt Disney Company	04/03/2024	Management	51	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Walt Disney Company	04/03/2024	Management	52	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted because:- The company provided the CEO inordinate amounts of personal use of corporate aircraft perquisites, and home/personal security benefits, and the total amount of perquisite compensation for the CEO is deemed excessive; and- The company maintains agreements that contain an excessive severance payout basis change-in-control provision.
The Walt Disney Company	04/03/2024	Management	53	Amend Omnibus Stock Plan	None	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan are noted.
The Walt Disney Company	04/03/2024	Shareholder	54	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	None	Against	For	For	A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Walt Disney Company	04/03/2024	Shareholder	55	Report on Congruency of Political Spending with Company Values and Priorities	None	For	For	For	A vote FOR this resolution is warranted, as a report on the company's alignment of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company overseas and manages risks related to its political partnerships.
The Walt Disney Company	04/03/2024	Shareholder	56	Report on Gender-Based Compensation and Benefits Inequities	None	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company appears to provide sufficient information for investors to be able to determine how the company is managing pay equity and health and wellness benefits related risks.
The Walt Disney Company	04/03/2024	Shareholder	57	Report on Charitable Contributions	None	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
The Walt Disney Company	04/03/2024	Shareholder	58	Repeal Any Bylaw Provisions Adopted by the Board Without Shareholder Approval Subsequent to November 30, 2023	For	For	For	For	A vote FOR this proposal is warranted given support for the underlying dissident case for change, and the fact that there seems to be little downside risk to shareholders in approving this specific request.
The Walt Disney Company	04/03/2024	Shareholder	59	Advisory Vote on Board Size and Related Vacancies	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as it would allow the board to re-appoint any incumbent directors potentially replaced by dissident nominees.
The Walt Disney Company	04/03/2024	Shareholder	62	Elect Dissident Nominee Director Craig Hatkoff	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	63	Elect Dissident Nominee Director Jessica Schell	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	64	Elect Dissident Nominee Director Leah Solivan	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	66	Elect Management Nominee Director Mary T. Barra	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	67	Elect Management Nominee Director Safra A. Catz	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	68	Elect Management Nominee Director Amy L. Chang	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	69	Elect Management Nominee Director D. Jeremy Darroch	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	70	Elect Management Nominee Director Carolyn N. Everson	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	71	Elect Management Nominee Director Michael B.G. Froman	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	72	Elect Management Nominee Director James P. Gorman	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	73	Elect Management Nominee Director Robert A. Iger	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	74	Elect Management Nominee Director Maria Elena Lagomasino	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Walt Disney Company	04/03/2024	Management	75	Elect Management Nominee Director Calvin R. McDonald	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	76	Elect Management Nominee Director Mark G. Parker	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	77	Elect Management Nominee Director Derica W. Rice	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	79	Elect Dissident Nominee Director Nelson Peltz	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	80	Elect Dissident Nominee Director James ("Jay") A. Rasulo	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	81	Ratify PricewaterhouseCoopers LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	82	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Management	83	Amend Omnibus Stock Plan	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	84	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	85	Report on Congruency of Political Spending with Company Values and Priorities	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	86	Report on Gender-Based Compensation and Benefits Inequities	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	87	Report on Charitable Contributions	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	88	Repeal Any Bylaw Provisions Adopted by the Board Without Shareholder Approval Subsequent to November 30, 2023	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Walt Disney Company	04/03/2024	Shareholder	89	Advisory Vote on Board Size and Related Vacancies	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
The Wendy's Company	05/21/2024	Management	1	Elect Director Nelson Peltz	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	2	Elect Director Peter W. May	For	For	Against	Against	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	3	Elect Director Matthew H. Peltz	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	4	Elect Director Wendy C. Arlin	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Wendy's Company	05/21/2024	Management	5	Elect Director Michelle Caruso-Cabrera	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	6	Elect Director Kristin A. Dolan	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	7	Elect Director Kenneth W. Gilbert	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	8	Elect Director Richard H. Gomez	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	9	Elect Director Michelle "Mich" J. Mathews-Spradlin	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	10	Elect Director Peter H. Rothschild	For	For	Against	Against	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	11	Elect Director Kirk Tanner	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	12	Elect Director Arthur B. Winkleblack	For	For	For	For	Votes AGAINST Peter May and Peter Rothschild are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/21/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Wendy's Company	05/21/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
The Wendy's Company	05/21/2024	Shareholder	15	Adopt Measurable Time-bound Goals to Achieving Cage-Free Eggs	Against	For	For	For	A vote FOR this proposal is warranted, as the company's peers seem to have developed time bound targets to achieve cage-free eggs.
The Wendy's Company	05/21/2024	Shareholder	16	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Wendy's Company	05/21/2024	Shareholder	17	Report on Third-Party Racial Equity Audit	Against	Against	For	For	A vote FOR this proposal is warranted, as an independent racial equity justice audit would help shareholders better assess the effectiveness of the company's efforts to address racial inequity.
The Western Union Company	05/17/2024	Management	1	Elect Director Julie M. Cameron-Doe	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	2	Elect Director Martin I. Cole	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	3	Elect Director Suzette M. Deering	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	4	Elect Director Betsy D. Holden	For	For	Against	Against	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	5	Elect Director Jeffrey A. Joerres	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	6	Elect Director Devin B. McGranahan	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	7	Elect Director Michael A. Miles, Jr.	For	For	Against	Against	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	8	Elect Director Timothy P. Murphy	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	9	Elect Director Jan Siegmund	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	10	Elect Director Angela A. Sun	For	For	For	For	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Western Union Company	05/17/2024	Management	11	Elect Director Solomon D. Trujillo	For	For	Against	Against	Votes AGAINST Betsy Holden, Michael Miles Jr., and Solomon (Sol) Trujillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/17/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
The Western Union Company	05/17/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Western Union Company	05/17/2024	Management	14	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 12.72 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Thermo Fisher Scientific Inc.	05/22/2024	Management	1	Elect Director Marc N. Casper	For	For	For	For	Votes AGAINST Scott Sperling, Nelson Chai, and C. Martin Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/22/2024	Management	2	Elect Director Nelson J. Chai	For	For	Against	Against	Votes AGAINST Scott Sperling, Nelson Chai, and C. Martin Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/22/2024	Management	3	Elect Director Ruby R. Chandy	For	For	For	For	Votes AGAINST Scott Sperling, Nelson Chai, and C. Martin Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/22/2024	Management	4	Elect Director C. Martin Harris	For	For	Against	Against	Votes AGAINST Scott Sperling, Nelson Chai, and C. Martin Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/22/2024	Management	5	Elect Director Tyler Jacks	For	For	For	For	Votes AGAINST Scott Sperling, Nelson Chai, and C. Martin Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/22/2024	Management	6	Elect Director Jennifer M. Johnson	For	For	For	For	Votes AGAINST Scott Sperling, Nelson Chai, and C. Martin Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/22/2024	Management	7	Elect Director R. Alexandra Keith	For	For	For	For	Votes AGAINST Scott Sperling, Nelson Chai, and C. Martin Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/22/2024	Management	8	Elect Director James C. Mullen	For	For	For	For	Votes AGAINST Scott Sperling, Nelson Chai, and C. Martin Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Thermo Fisher Scientific Inc.	05/22/2024	Management	9	Elect Director Debora L. Spar	For	For	For	For	Votes AGAINST Scott Sperling, Nelson Chai, and C. Martin Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/22/2024	Management	10	Elect Director Scott M. Sperling	For	For	Against	Against	Votes AGAINST Scott Sperling, Nelson Chai, and C. Martin Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/22/2024	Management	11	Elect Director Dion J. Weisler	For	For	For	For	Votes AGAINST Scott Sperling, Nelson Chai, and C. Martin Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Thermo Fisher Scientific Inc.	05/22/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Thermo Fisher Scientific Inc.	05/22/2024	Shareholder	14	Adopt Simple Majority Vote Requirement	Against	Against	Against	Against	A vote AGAINST this proposal is warranted since the company's governing documents currently do not contain any supermajority voting requirements.
T-Mobile US, Inc.	06/12/2024	Management	1	Elect Director Andre Almeida	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/12/2024	Management	2	Elect Director Marcelo Claire	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
T-Mobile US, Inc.	06/12/2024	Management	3	Elect Director Srikant M. Datar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claude, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claude, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/12/2024	Management	4	Elect Director Srinivasan Gopalan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claude, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claude, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/12/2024	Management	5	Elect Director Timotheus Hottges	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claude, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claude, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
T-Mobile US, Inc.	06/12/2024	Management	6	Elect Director Christian P. Illek	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/12/2024	Management	7	Elect Director James Kavanaugh	For	For	For	For	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/12/2024	Management	8	Elect Director Raphael Kubler	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
T-Mobile US, Inc.	06/12/2024	Management	9	Elect Director Thorsten Langheim	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/12/2024	Management	10	Elect Director Dominique Leroy	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/12/2024	Management	11	Elect Director Letitia A. Long	For	For	For	For	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
T-Mobile US, Inc.	06/12/2024	Management	12	Elect Director G. Michael (Mike) Sievert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/12/2024	Management	13	Elect Director Teresa A. Taylor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/12/2024	Management	14	Elect Director Kelvin R. Westbrook	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Teresa Taylor, Andre Almeida, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Kelvin Westbrook are warranted for lack of a majority independent board. WITHHOLD votes for Teresa Taylor, Marcelo Claire, Srikant Datar, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Dominique Leroy and Kelvin Westbrook are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/12/2024	Management	15	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Toast, Inc.	06/06/2024	Management	1	Elect Director Stephen Fredette	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Deval Patrick given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Toast, Inc.	06/06/2024	Management	2	Elect Director Aman Narang	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Deval Patrick given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Toast, Inc.	06/06/2024	Management	3	Elect Director Deval L. Patrick	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Deval Patrick given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Toast, Inc.	06/06/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Toast, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Toast, Inc.	06/06/2024	Management	6	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Furthermore, the company is de facto controlled and decisions regarding the company's response to shareholder litigation would be made by a board with limited accountability to public shareholders.
Toll Brothers, Inc.	03/12/2024	Management	1	Elect Director Douglas C. Yearley, Jr.	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	2	Elect Director Stephen F. East	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	3	Elect Director Christine N. Garvey	For	For	Against	Against	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	4	Elect Director Karen H. Grimes	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Toll Brothers, Inc.	03/12/2024	Management	5	Elect Director Derek T. Kan	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	6	Elect Director John A. McLean	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	7	Elect Director Wendell E. Pritchett	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	8	Elect Director Judith A. Reinsdorf	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	9	Elect Director Katherine M. Sandstrom	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	10	Elect Director Paul E. Shapiro	For	For	Against	Against	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	11	Elect Director Scott D. Stowell	For	For	For	For	Votes AGAINST Paul Shapiro and Christine Garvey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/12/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Toll Brothers, Inc.	03/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
TopBuild Corp.	04/29/2024	Management	1	Elect Director Alec C. Covington	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	2	Elect Director Ernesto Bautista, III	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	3	Elect Director Robert M. Buck	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	4	Elect Director Joseph S. Cantie	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	5	Elect Director Tina M. Donikowski	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	6	Elect Director Deirdre C. Drake	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	7	Elect Director Mark A. Petrarca	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	8	Elect Director Nancy M. Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	04/29/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TopBuild Corp.	04/29/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tradeweb Markets Inc.	05/10/2024	Management	1	Elect Director Jacques Aigrain	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Jacques Aigrain and Paula Madoff are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Tradeweb Markets Inc.	05/10/2024	Management	2	Elect Director Balbir Bakhshi	For	For	For	For	WITHHOLD votes for Governance Committee members Jacques Aigrain and Paula Madoff are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Tradeweb Markets Inc.	05/10/2024	Management	3	Elect Director Paula Madoff	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Jacques Aigrain and Paula Madoff are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Tradeweb Markets Inc.	05/10/2024	Management	4	Elect Director Thomas Pluta	For	For	For	For	WITHHOLD votes for Governance Committee members Jacques Aigrain and Paula Madoff are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Tradeweb Markets Inc.	05/10/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Tradeweb Markets Inc.	05/10/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tradeweb Markets Inc.	05/10/2024	Management	7	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Trane Technologies Plc	06/06/2024	Management	1	Elect Director Kirk E. Arnold	For	For	For	For	Votes AGAINST Ann Berzin and John Surma are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Trane Technologies Plc	06/06/2024	Management	2	Elect Director Ana P. Assis	For	For	For	For	Votes AGAINST Ann Berzin and John Surma are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/06/2024	Management	3	Elect Director Ann C. Berzin	For	For	Against	Against	Votes AGAINST Ann Berzin and John Surma are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/06/2024	Management	4	Elect Director April Miller Boise	For	For	For	For	Votes AGAINST Ann Berzin and John Surma are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/06/2024	Management	5	Elect Director Gary D. Forsee	For	For	For	For	Votes AGAINST Ann Berzin and John Surma are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/06/2024	Management	6	Elect Director Mark R. George	For	For	For	For	Votes AGAINST Ann Berzin and John Surma are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/06/2024	Management	7	Elect Director John A. Hayes	For	For	For	For	Votes AGAINST Ann Berzin and John Surma are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/06/2024	Management	8	Elect Director Linda P. Hudson	For	For	For	For	Votes AGAINST Ann Berzin and John Surma are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/06/2024	Management	9	Elect Director Myles P. Lee	For	For	For	For	Votes AGAINST Ann Berzin and John Surma are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/06/2024	Management	10	Elect Director David S. Regnery	For	For	For	For	Votes AGAINST Ann Berzin and John Surma are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/06/2024	Management	11	Elect Director Melissa N. Schaeffer	For	For	For	For	Votes AGAINST Ann Berzin and John Surma are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/06/2024	Management	12	Elect Director John P. Surma	For	For	Against	Against	Votes AGAINST Ann Berzin and John Surma are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Trane Technologies Plc	06/06/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Trane Technologies Plc	06/06/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors and Authorise Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trane Technologies Plc	06/06/2024	Management	15	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
Trane Technologies Plc	06/06/2024	Management	16	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
Trane Technologies Plc	06/06/2024	Management	17	Determine Price Range for Re-allotment of Treasury Shares	For	For	For	For	A vote FOR this proposal is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
TransDigm Group Incorporated	03/07/2024	Management	1	Elect Director David A. Barr	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Robert Small, Michael Graff, Sean Hennessy and Jorge Valladares III are warranted for lack of a majority independent board. WITHHOLD votes for Robert Small, Michael Graff and Sean Hennessy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/07/2024	Management	2	Elect Director Jane M. Cronin	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Robert Small, Michael Graff, Sean Hennessy and Jorge Valladares III are warranted for lack of a majority independent board. WITHHOLD votes for Robert Small, Michael Graff and Sean Hennessy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/07/2024	Management	3	Elect Director Michael Graff	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Robert Small, Michael Graff, Sean Hennessy and Jorge Valladares III are warranted for lack of a majority independent board. WITHHOLD votes for Robert Small, Michael Graff and Sean Hennessy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/07/2024	Management	4	Elect Director Sean P. Hennessy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Robert Small, Michael Graff, Sean Hennessy and Jorge Valladares III are warranted for lack of a majority independent board. WITHHOLD votes for Robert Small, Michael Graff and Sean Hennessy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TransDigm Group Incorporated	03/07/2024	Management	5	Elect Director W. Nicholas Howley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Robert Small, Michael Graff, Sean Hennessy and Jorge Valladares III are warranted for lack of a majority independent board. WITHHOLD votes for Robert Small, Michael Graff and Sean Hennessy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/07/2024	Management	6	Elect Director Gary E. McCullough	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Robert Small, Michael Graff, Sean Hennessy and Jorge Valladares III are warranted for lack of a majority independent board. WITHHOLD votes for Robert Small, Michael Graff and Sean Hennessy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/07/2024	Management	7	Elect Director Michele L. Santana	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Robert Small, Michael Graff, Sean Hennessy and Jorge Valladares III are warranted for lack of a majority independent board. WITHHOLD votes for Robert Small, Michael Graff and Sean Hennessy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/07/2024	Management	8	Elect Director Robert J. Small	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Robert Small, Michael Graff, Sean Hennessy and Jorge Valladares III are warranted for lack of a majority independent board. WITHHOLD votes for Robert Small, Michael Graff and Sean Hennessy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/07/2024	Management	9	Elect Director Kevin M. Stein	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Robert Small, Michael Graff, Sean Hennessy and Jorge Valladares III are warranted for lack of a majority independent board. WITHHOLD votes for Robert Small, Michael Graff and Sean Hennessy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TransDigm Group Incorporated	03/07/2024	Management	10	Elect Director Jorge L. Valladares, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Robert Small, Michael Graff, Sean Hennessy and Jorge Valladares III are warranted for lack of a majority independent board. WITHHOLD votes for Robert Small, Michael Graff and Sean Hennessy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/07/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TransDigm Group Incorporated	03/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Travel + Leisure Co.	05/15/2024	Management	1	Elect Director Louise F. Brady	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	2	Elect Director Michael D. Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	3	Elect Director James E. Buckman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	4	Elect Director George Herrera	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Travel + Leisure Co.	05/15/2024	Management	5	Elect Director Stephen P. Holmes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	6	Elect Director Lucinda C. Martinez	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	7	Elect Director Denny Marie Post	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	8	Elect Director Ronald L. Rickles	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	9	Elect Director Michael H. Wargotz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Travel + Leisure Co.	05/15/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Travel + Leisure Co.	05/15/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Travel + Leisure Co.	05/15/2024	Management	13	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Trex Company, Inc.	05/07/2024	Management	1	Elect Director James E. Cline	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Cline and Patricia (Pat) Robinson are warranted for lack of a majority independent board. Votes AGAINST Patricia (Pat) Robinson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trex Company, Inc.	05/07/2024	Management	2	Elect Director Gena C. Lovett	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Cline and Patricia (Pat) Robinson are warranted for lack of a majority independent board. Votes AGAINST Patricia (Pat) Robinson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trex Company, Inc.	05/07/2024	Management	3	Elect Director Melkeya McDuffie	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Cline and Patricia (Pat) Robinson are warranted for lack of a majority independent board. Votes AGAINST Patricia (Pat) Robinson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trex Company, Inc.	05/07/2024	Management	4	Elect Director Patricia B. Robinson	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Cline and Patricia (Pat) Robinson are warranted for lack of a majority independent board. Votes AGAINST Patricia (Pat) Robinson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trex Company, Inc.	05/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Trex Company, Inc.	05/07/2024	Management	6	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TripAdvisor, Inc.	06/11/2024	Management	1	Elect Director Gregory B. Maffei	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.</p>
TripAdvisor, Inc.	06/11/2024	Management	2	Elect Director Matt Goldberg	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TripAdvisor, Inc.	06/11/2024	Management	3	Elect Director Jay C. Hoag	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.</p>
TripAdvisor, Inc.	06/11/2024	Management	4	Elect Director Betsy L. Morgan	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TripAdvisor, Inc.	06/11/2024	Management	5	Elect Director M. Greg O'Hara	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.</p>
TripAdvisor, Inc.	06/11/2024	Management	6	Elect Director Jeremy Philips	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TripAdvisor, Inc.	06/11/2024	Management	7	Elect Director Albert E. Rosenthaler	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.</p>
TripAdvisor, Inc.	06/11/2024	Management	8	Elect Director Jane Jie Sun	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.</p>

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TripAdvisor, Inc.	06/11/2024	Management	9	Elect Director Trynka Shineman Blake	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.</p>
TripAdvisor, Inc.	06/11/2024	Management	10	Elect Director Robert S. Wiesenthal	For	Withhold	Withhold	Withhold	<p>WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei and Jie (Jane) Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jie (Jane) Sun are further warranted for failing to attend at least 75 percent of her total board meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jie (Jane) Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.</p>



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TripAdvisor, Inc.	06/11/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TripAdvisor, Inc.	06/11/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
TripAdvisor, Inc.	06/11/2024	Management	13	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TripAdvisor, Inc.	06/11/2024	Shareholder	14	Report on Implementation of Global Human Rights Policy Concerning Operations in Conflict Affected and High-Risk Areas *Withdrawn Resolution*					
Truist Financial Corporation	04/23/2024	Management	1	Elect Director Jennifer S. Banner	For	For	Against	Against	Votes AGAINST Thomas Skains, Jennifer Banner, and Charles Patton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/23/2024	Management	2	Elect Director K. David Boyer, Jr.	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, and Charles Patton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/23/2024	Management	3	Elect Director Agnes Bundy Scanlan	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, and Charles Patton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/23/2024	Management	4	Elect Director Dallas S. Clement	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, and Charles Patton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/23/2024	Management	5	Elect Director Patrick C. Graney, III	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, and Charles Patton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/23/2024	Management	6	Elect Director Linnie M. Haynesworth	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, and Charles Patton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/23/2024	Management	7	Elect Director Donna S. Morea	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, and Charles Patton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/23/2024	Management	8	Elect Director Charles A. Patton	For	For	Against	Against	Votes AGAINST Thomas Skains, Jennifer Banner, and Charles Patton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Truist Financial Corporation	04/23/2024	Management	9	Elect Director William H. Rogers, Jr	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, and Charles Patton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/23/2024	Management	10	Elect Director Thomas E. Skains	For	For	Against	Against	Votes AGAINST Thomas Skains, Jennifer Banner, and Charles Patton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/23/2024	Management	11	Elect Director Laurence Stein	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, and Charles Patton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/23/2024	Management	12	Elect Director Bruce L. Tanner	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, and Charles Patton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/23/2024	Management	13	Elect Director Steven C. Voorhees	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, and Charles Patton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/23/2024	Management	14	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Truist Financial Corporation	04/23/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.A vote AGAINST this proposal is warranted because:- The company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.
Truist Financial Corporation	04/23/2024	Shareholder	16	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.
Truist Financial Corporation	04/23/2024	Shareholder	17	Report on Risks Related to Discrimination Against Individuals Including Religious/Political Views	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against customers.
Twilio Inc.	06/06/2024	Management	1	Elect Director Jeff Epstein	For	Withhold	Withhold	Withhold	As no governance committee are on the ballot, WITHHOLD votes are warranted for incumbent director nominee Jeffrey (Jeff) Epstein, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Twilio Inc.	06/06/2024	Management	2	Elect Director Khozema Shipchandler	For	For	For	For	As no governance committee are on the ballot, WITHHOLD votes are warranted for incumbent director nominee Jeffrey (Jeff) Epstein, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Twilio Inc.	06/06/2024	Management	3	Elect Director Andrew Stafman	For	For	For	For	As no governance committee are on the ballot, WITHHOLD votes are warranted for incumbent director nominee Jeffrey (Jeff) Epstein, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Twilio Inc.	06/06/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Twilio Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Twilio Inc.	06/06/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Twilio Inc.	06/06/2024	Management	7	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Tyler Technologies, Inc.	05/09/2024	Management	1	Elect Director Glenn A. Carter	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/09/2024	Management	2	Elect Director Margot L. Carter	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/09/2024	Management	3	Elect Director Brenda A. Cline	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/09/2024	Management	4	Elect Director Ronnie D. Hawkins, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/09/2024	Management	5	Elect Director John S. Marr, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/09/2024	Management	6	Elect Director H. Lynn Moore, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/09/2024	Management	7	Elect Director Daniel M. Pope	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/09/2024	Management	8	Elect Director Andrew D. Teed	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/09/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Tyler Technologies, Inc.	05/09/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tyler Technologies, Inc.	05/09/2024	Management	11	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Tyler Technologies, Inc.	05/09/2024	Shareholder	12	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tyson Foods, Inc.	02/08/2024	Management	1	Elect Director John H. Tyson	For	Against	Against	Against	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/08/2024	Management	2	Elect Director Les R. Baledge	For	Against	Against	Against	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/08/2024	Management	3	Elect Director Mike Beebe	For	Against	Against	Against	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/08/2024	Management	4	Elect Director Maria Claudia Borrás	For	For	For	For	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tyson Foods, Inc.	02/08/2024	Management	5	Elect Director David J. Bronczek	For	Against	Against	Against	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/08/2024	Management	6	Elect Director Mikel A. Durham	For	For	For	For	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/08/2024	Management	7	Elect Director Donnie King	For	For	For	For	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/08/2024	Management	8	Elect Director Jonathan D. Mariner	For	For	For	For	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tyson Foods, Inc.	02/08/2024	Management	9	Elect Director Kevin M. McNamara	For	For	Against	Against	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/08/2024	Management	10	Elect Director Cheryl S. Miller	For	For	For	For	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/08/2024	Management	11	Elect Director Kate B. Quinn	For	For	For	For	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/08/2024	Management	12	Elect Director Jeffrey K. Schomburger	For	For	For	For	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tyson Foods, Inc.	02/08/2024	Management	13	Elect Director Barbara A. Tyson	For	Against	Against	Against	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/08/2024	Management	14	Elect Director Noel White	For	For	For	For	Votes AGAINST Kevin McNamara and Les Baledge are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/08/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tyson Foods, Inc.	02/08/2024	Shareholder	16	Report on Climate Lobbying	Against	For	For	For	Support FOR the proposal is warranted, as such disclosure would help shareholders better evaluate the company's approach to direct and indirect climate lobbying and may help mitigate any related risks.
Tyson Foods, Inc.	02/08/2024	Shareholder	17	Commission Third-Party Audit Assessing Use of Child Labor in Company's Value Chain	Against	For	For	For	A vote FOR this proposal is warranted, as additional information regarding the effectiveness of the company's policies and practices for avoiding child labor in its supply chain could allow shareholders to better gauge how the company is managing human rights related risks.
Tyson Foods, Inc.	02/08/2024	Shareholder	18	Accelerate Efforts to Eliminate Deforestation from Company's Supply Chains	Against	Against	For	For	A vote FOR this proposal is warranted as additional information on the company's efforts on eliminating deforestation from the company's supply chain would help shareholders to assess the company's management of related risks. Moreover, it will help the company align with its Science Based Target initiative (SBTi) to reduce greenhouse gas emissions by 30 percent by 2030.
Tyson Foods, Inc.	02/08/2024	Shareholder	19	Report on Opportunities to Support Circular Economy for Packaging	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure on the company's efforts to support a circular economy for packaging would allow shareholders to better assess the company's management of risks associated with packaging waste.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
U.S. Bancorp	04/16/2024	Management	1	Elect Director Warner L. Baxter	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/16/2024	Management	2	Elect Director Dorothy J. Bridges	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/16/2024	Management	3	Elect Director Elizabeth L. Buse	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/16/2024	Management	4	Elect Director Andrew Cecere	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/16/2024	Management	5	Elect Director Alan B. Colberg	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/16/2024	Management	6	Elect Director Kimberly N. Ellison-Taylor	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/16/2024	Management	7	Elect Director Kimberly J. Harris	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/16/2024	Management	8	Elect Director Roland A. Hernandez	For	For	Against	Against	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/16/2024	Management	9	Elect Director Richard P. McKenney	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/16/2024	Management	10	Elect Director Yusuf I. Mehdi	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/16/2024	Management	11	Elect Director Loretta E. Reynolds	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/16/2024	Management	12	Elect Director John P. Wiehoff	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/16/2024	Management	13	Elect Director Scott W. Wine	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/16/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
U.S. Bancorp	04/16/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
U.S. Bancorp	04/16/2024	Management	16	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Uber Technologies, Inc.	05/06/2024	Management	1	Elect Director Ronald Sugar	For	For	For	For	A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/06/2024	Management	2	Elect Director Revathi Advaiti	For	For	For	For	A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/06/2024	Management	3	Elect Director Turqi Alnowaiser	For	For	For	For	A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/06/2024	Management	4	Elect Director Ursula Burns	For	For	For	For	A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/06/2024	Management	5	Elect Director Robert Eckert	For	For	For	For	A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/06/2024	Management	6	Elect Director Amanda Ginsberg	For	For	For	For	A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/06/2024	Management	7	Elect Director Dara Khosrowshahi	For	For	For	For	A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/06/2024	Management	8	Elect Director Wan Ling Martello	For	For	For	For	A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/06/2024	Management	9	Elect Director John Thain	For	For	For	For	A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Uber Technologies, Inc.	05/06/2024	Management	10	Elect Director David I. Trujillo	For	Against	Against	Against	A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/06/2024	Management	11	Elect Director Alexander Wynaendts	For	For	For	For	A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/06/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of security-related perquisites.
Uber Technologies, Inc.	05/06/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Uber Technologies, Inc.	05/06/2024	Management	14	Amend Certificate of Incorporation to Reflect Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Uber Technologies, Inc.	05/06/2024	Shareholder	15	Commission a Third-Party Audit on Driver Health and Safety	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure through third-party auditing on driver health and safety, to better understand and assess the company's safety policies, programs, and oversight mechanisms.
UDR, Inc.	05/23/2024	Management	1	Elect Director Katherine A. Cattanach	For	For	Against	Against	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/23/2024	Management	2	Elect Director Jon A. Grove	For	For	Against	Against	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/23/2024	Management	3	Elect Director Mary Ann King	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/23/2024	Management	4	Elect Director James D. Klingbeil	For	For	Against	Against	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/23/2024	Management	5	Elect Director Clint D. McDonnough	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
UDR, Inc.	05/23/2024	Management	6	Elect Director Robert A. McNamara	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/23/2024	Management	7	Elect Director Diane M. Morefield	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/23/2024	Management	8	Elect Director Kevin C. Nickelberry	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/23/2024	Management	9	Elect Director Mark R. Patterson	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/23/2024	Management	10	Elect Director Thomas W. Toomey	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. This marks the first time in several years in which a quantitative pay-for-performance misalignment has been identified at the company. Although pay programs were primarily determined by pre-set, objective metrics, there are structural and disclosure concerns identified under the STI and LTI. Transparency into certain STI metrics is limited and disclosure of the individual performance component is lacking. Additionally, while the LTI is entirely performance-based, the absolute FFO metric, performance period, and corresponding goals overlap with the STI program's FFO metric, which provides multiple payouts for the same performance outcome. The remaining LTI goals are relative and generally do not target outperformance. Lastly, the CEO's target STI opportunity was increased and is relatively large, and his target LTI opportunity increased amid sustained lagging TSR performance.
UDR, Inc.	05/23/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UGI Corporation	01/26/2024	Management	1	Elect Director Mario Longhi	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
UGI Corporation	01/26/2024	Management	2	Elect Director M. Shawn Bort	For	For	Against	Against	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	3	Elect Director Theodore A. Dosch	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	4	Elect Director Alan N. Harris	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	5	Elect Director William J. Marrazzo	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	6	Elect Director Cindy J. Miller	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	7	Elect Director Roger Perreault - Withdrawn					
UGI Corporation	01/26/2024	Management	8	Elect Director Kelly A. Romano	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	9	Elect Director Santiago Seage	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/26/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
UGI Corporation	01/26/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UiPath, Inc.	06/20/2024	Management	1	Elect Director Daniel Dines	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent governance members Philippe Botteri and Laela Sturdy are warranted for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Daniel Dines are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
UiPath, Inc.	06/20/2024	Management	2	Elect Director Philippe Botteri	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent governance members Philippe Botteri and Laela Sturdy are warranted for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Daniel Dines are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
UiPath, Inc.	06/20/2024	Management	3	Elect Director Robert Enslin *Withdrawn Resolution*					

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
UiPath, Inc.	06/20/2024	Management	4	Elect Director Michael Gordon	For	For	For	For	WITHHOLD votes for incumbent governance members Philippe Botteri and Laela Sturdy are warranted for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Daniel Dines are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
UiPath, Inc.	06/20/2024	Management	5	Elect Director Daniel D. Springer	For	For	For	For	WITHHOLD votes for incumbent governance members Philippe Botteri and Laela Sturdy are warranted for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Daniel Dines are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
UiPath, Inc.	06/20/2024	Management	6	Elect Director Laela Sturdy	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent governance members Philippe Botteri and Laela Sturdy are warranted for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Daniel Dines are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
UiPath, Inc.	06/20/2024	Management	7	Elect Director Karenann Terrell	For	For	For	For	WITHHOLD votes for incumbent governance members Philippe Botteri and Laela Sturdy are warranted for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Daniel Dines are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
UiPath, Inc.	06/20/2024	Management	8	Elect Director Richard P. Wong	For	For	For	For	WITHHOLD votes for incumbent governance members Philippe Botteri and Laela Sturdy are warranted for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Daniel Dines are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
UiPath, Inc.	06/20/2024	Management	9	Elect Director June Yang	For	For	For	For	WITHHOLD votes for incumbent governance members Philippe Botteri and Laela Sturdy are warranted for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Daniel Dines are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
UiPath, Inc.	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
UiPath, Inc.	06/20/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ulta Beauty, Inc.	06/11/2024	Management	1	Elect Director Michelle L. Collins	For	For	For	For	Votes AGAINST Catherine (Cathy) Halligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ulta Beauty, Inc.	06/11/2024	Management	2	Elect Director Catherine A. Halligan	For	For	Against	Against	Votes AGAINST Catherine (Cathy) Halligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ulta Beauty, Inc.	06/11/2024	Management	3	Elect Director David C. Kimbell	For	For	For	For	Votes AGAINST Catherine (Cathy) Halligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ulta Beauty, Inc.	06/11/2024	Management	4	Elect Director Patricia A. Little	For	For	For	For	Votes AGAINST Catherine (Cathy) Halligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ulta Beauty, Inc.	06/11/2024	Management	5	Elect Director George R. Mrkonic	For	For	For	For	Votes AGAINST Catherine (Cathy) Halligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ulta Beauty, Inc.	06/11/2024	Management	6	Elect Director Lorna E. Nagler	For	For	For	For	Votes AGAINST Catherine (Cathy) Halligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ulta Beauty, Inc.	06/11/2024	Management	7	Elect Director Heidi G. Petz	For	For	For	For	Votes AGAINST Catherine (Cathy) Halligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ulta Beauty, Inc.	06/11/2024	Management	8	Elect Director Michael C. Smith	For	For	For	For	Votes AGAINST Catherine (Cathy) Halligan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ulta Beauty, Inc.	06/11/2024	Management	9	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ulta Beauty, Inc.	06/11/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Ultragenyx Pharmaceutical Inc.	06/18/2024	Management	1	Elect Director Deborah Dunsire	For	For	For	For	A vote FOR all director nominees is warranted.
Ultragenyx Pharmaceutical Inc.	06/18/2024	Management	2	Elect Director Michael Narachi	For	For	For	For	A vote FOR all director nominees is warranted.
Ultragenyx Pharmaceutical Inc.	06/18/2024	Management	3	Elect Director Corsee D. Sanders	For	For	For	For	A vote FOR all director nominees is warranted.
Ultragenyx Pharmaceutical Inc.	06/18/2024	Management	4	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.79 percent is excessive.
Ultragenyx Pharmaceutical Inc.	06/18/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ultragenyx Pharmaceutical Inc.	06/18/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A pay-for-performance misalignment is underscored by incentive program disclosure and structure concerns. The company did not clearly disclose performance targets for certain short- and long-term incentives, which impedes shareholders' ability to assess the programs. For NEOs other than the CEO, equity awards were majority time-based, and changes to the bonus structure reduced emphasis on the objective performance component. There are also concerns regarding the size of the CEO's LTI awards, which have resulted in relatively large total pay. In light of these factors, a vote AGAINST this proposal is warranted.
Union Pacific Corporation	05/09/2024	Management	1	Elect Director William J. DeLaney	For	For	For	For	Votes AGAINST Michael (Mike) McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/09/2024	Management	2	Elect Director David B. Dillon	For	For	For	For	Votes AGAINST Michael (Mike) McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/09/2024	Management	3	Elect Director Sheri H. Edison	For	For	For	For	Votes AGAINST Michael (Mike) McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/09/2024	Management	4	Elect Director Teresa M. Finley	For	For	For	For	Votes AGAINST Michael (Mike) McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/09/2024	Management	5	Elect Director Deborah C. Hopkins	For	For	For	For	Votes AGAINST Michael (Mike) McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Union Pacific Corporation	05/09/2024	Management	6	Elect Director Jane H. Lute	For	For	For	For	Votes AGAINST Michael (Mike) McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/09/2024	Management	7	Elect Director Michael R. McCarthy	For	For	Against	Against	Votes AGAINST Michael (Mike) McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/09/2024	Management	8	Elect Director Doyle R. Simons	For	For	For	For	Votes AGAINST Michael (Mike) McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/09/2024	Management	9	Elect Director John K. Tien, Jr.	For	For	For	For	Votes AGAINST Michael (Mike) McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/09/2024	Management	10	Elect Director V. James Vena	For	For	For	For	Votes AGAINST Michael (Mike) McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/09/2024	Management	11	Elect Director John P. Wiehoff	For	For	For	For	Votes AGAINST Michael (Mike) McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/09/2024	Management	12	Elect Director Christopher J. Williams	For	For	For	For	Votes AGAINST Michael (Mike) McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/09/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Union Pacific Corporation	05/09/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Union Pacific Corporation	05/09/2024	Shareholder	15	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Union Pacific Corporation	05/09/2024	Shareholder	16	Amend Board's Safety and Service Quality Committee to Review Staffing Levels and Confer on Safety Issues with Stakeholders	Against	Against	For	For	A vote FOR this resolution is warranted because the enhancement of the duties of the Safety and Service Quality Committee: * will further amplify the promotion and confirmation of the company's social and safety policies and initiatives; * can aid the company to demonstrate its commitment to ethical business practices and to better inform board decision making on related risks, especially safety issues; * would serve to further strengthen the company's railroad safety measures that could facilitate the company to reduce the likelihood of derailments and promote safeguard to communities along its routes; and * would serve to boost the company's long-term value, workforce protection, and customer service.
United Airlines Holdings, Inc.	05/22/2024	Management	1	Elect Director Rosalind (Roz) Brewer	For	For	For	For	Votes AGAINST Walter Isaacson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST James Whitehurst are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/22/2024	Management	2	Elect Director Michelle Freyre	For	For	For	For	Votes AGAINST Walter Isaacson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST James Whitehurst are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/22/2024	Management	3	Elect Director Matthew Friend	For	For	For	For	Votes AGAINST Walter Isaacson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST James Whitehurst are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/22/2024	Management	4	Elect Director Barney Harford	For	For	For	For	Votes AGAINST Walter Isaacson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST James Whitehurst are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/22/2024	Management	5	Elect Director Michele J. Hooper	For	For	For	For	Votes AGAINST Walter Isaacson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST James Whitehurst are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Airlines Holdings, Inc.	05/22/2024	Management	6	Elect Director Walter Isaacson	For	For	Against	Against	Votes AGAINST Walter Isaacson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST James Whitehurst are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/22/2024	Management	7	Elect Director J. Scott Kirby	For	For	For	For	Votes AGAINST Walter Isaacson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST James Whitehurst are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/22/2024	Management	8	Elect Director Edward M. Philip	For	For	For	For	Votes AGAINST Walter Isaacson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST James Whitehurst are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/22/2024	Management	9	Elect Director Edward L. Shapiro	For	For	For	For	Votes AGAINST Walter Isaacson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST James Whitehurst are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/22/2024	Management	10	Elect Director Laysha Ward	For	For	For	For	Votes AGAINST Walter Isaacson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST James Whitehurst are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/22/2024	Management	11	Elect Director James M. Whitehurst	For	For	Against	Against	Votes AGAINST Walter Isaacson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST James Whitehurst are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/22/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Airlines Holdings, Inc.	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
United Airlines Holdings, Inc.	05/22/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Airlines Holdings, Inc.	05/22/2024	Management	15	Amend Tax Benefits Preservation Plan	For	For	For	For	A vote FOR this proposal is warranted. The duration of the NOL pill is reasonable, the value of the NOLs to be protected is material, and there are no significant concerns with the company's governance practices as they relate to this proposal.
United Parcel Service, Inc.	05/02/2024	Management	1	Elect Director Carol Tome	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Kevin Warsh are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/02/2024	Management	2	Elect Director Rodney Adkins	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Kevin Warsh are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/02/2024	Management	3	Elect Director Eva Boratto	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Kevin Warsh are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/02/2024	Management	4	Elect Director Michael Burns	For	For	Against	Against	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Kevin Warsh are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/02/2024	Management	5	Elect Director Wayne Hewett	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Kevin Warsh are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Parcel Service, Inc.	05/02/2024	Management	6	Elect Director Angela Hwang	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Kevin Warsh are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/02/2024	Management	7	Elect Director Kate Johnson	For	Against	Against	Against	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Kevin Warsh are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/02/2024	Management	8	Elect Director William Johnson	For	Against	Against	Against	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Kevin Warsh are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/02/2024	Management	9	Elect Director Franck Moison	For	Against	Against	Against	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Kevin Warsh are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/02/2024	Management	10	Elect Director Christiana Smith Shi	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Kevin Warsh are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Parcel Service, Inc.	05/02/2024	Management	11	Elect Director Russell Stokes	For	Against	Against	Against	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Kevin Warsh are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/02/2024	Management	12	Elect Director Kevin Warsh	For	Against	Against	Against	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Kevin Warsh are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/02/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
United Parcel Service, Inc.	05/02/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Parcel Service, Inc.	05/02/2024	Shareholder	15	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted, as it would provide all shareholders with equal voting rights on all matters.
United Parcel Service, Inc.	05/02/2024	Shareholder	16	Report on Risks Arising from Voluntary Carbon-Reduction Commitments	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company has demonstrated clear sustainability reporting frameworks, engagement with shareholders, risk disclosure, and board oversight.
United Parcel Service, Inc.	05/02/2024	Shareholder	17	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	Against	For	For	For	A vote FOR this resolution is warranted, as reporting quantitative and comparable diversity statistics would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
United Rentals, Inc.	05/09/2024	Management	1	Elect Director Marc A. Bruno	For	For	For	For	Votes AGAINST Bobby Griffin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/09/2024	Management	2	Elect Director Larry D. De Shon	For	For	For	For	Votes AGAINST Bobby Griffin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/09/2024	Management	3	Elect Director Matthew J. Flannery	For	For	For	For	Votes AGAINST Bobby Griffin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/09/2024	Management	4	Elect Director Bobby J. Griffin	For	For	Against	Against	Votes AGAINST Bobby Griffin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Rentals, Inc.	05/09/2024	Management	5	Elect Director Kim Harris Jones	For	For	For	For	Votes AGAINST Bobby Griffin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/09/2024	Management	6	Elect Director Terri L. Kelly	For	For	For	For	Votes AGAINST Bobby Griffin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/09/2024	Management	7	Elect Director Michael J. Kneeland	For	For	For	For	Votes AGAINST Bobby Griffin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/09/2024	Management	8	Elect Director Francisco J. Lopez-Balboa	For	For	For	For	Votes AGAINST Bobby Griffin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/09/2024	Management	9	Elect Director Gracia C. Martore	For	For	For	For	Votes AGAINST Bobby Griffin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/09/2024	Management	10	Elect Director Shiv Singh	For	For	For	For	Votes AGAINST Bobby Griffin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/09/2024	Management	11	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Rentals, Inc.	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
United Rentals, Inc.	05/09/2024	Management	13	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
United Rentals, Inc.	05/09/2024	Shareholder	14	Require a Majority Vote Standard for the Election of Directors with Mandatory Resignation Policy	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as there are no recurring issues regarding failed director elections at the company that suggests a mandatory resignation policy is needed.
United States Steel Corporation	04/12/2024	Management	1	Approve Merger Agreement	For	For	For	For	The sales process was thorough, shareholders are receiving a sizable premium, there is a potential downside risk of non-approval, and there is certainty of value in NCS's cash offer. Despite concerns regarding regulatory approval, there are no alternative offers for shareholders to consider at this time. Given these factors, support FOR the proposed transaction is warranted.
United States Steel Corporation	04/12/2024	Management	2	Advisory Vote on Golden Parachutes	For	Against	Against	Against	Although potential cash severance is reasonable, there are significant concerns regarding equity award treatment. NEOs' outstanding equity awards will auto-accelerate (single trigger), and performance awards may be settled at the maximum level of performance, which is considered problematic. Accordingly, a vote AGAINST this proposal is warranted.
United States Steel Corporation	04/12/2024	Management	3	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United States Steel Corporation	04/30/2024	Management	1	Elect Director Tracy A. Atkinson	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	2	Elect Director Andrea J. Ayers	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	3	Elect Director David B. Burritt	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	4	Elect Director Alicia J. Davis	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	5	Elect Director Terry L. Dunlap	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	6	Elect Director John J. Engel	For	For	Against	Against	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	7	Elect Director John V. Faraci	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	8	Elect Director Murry S. Gerber	For	For	Against	Against	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	9	Elect Director Jeh C. Johnson	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	10	Elect Director Paul A. Mascarenas	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	11	Elect Director Michael H. McGarry	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United States Steel Corporation	04/30/2024	Management	12	Elect Director David S. Sutherland	For	For	For	For	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	13	Elect Director Patricia A. Tracey	For	For	Against	Against	Votes AGAINST John Engel, Murry Gerber and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
United States Steel Corporation	04/30/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Therapeutics Corporation	06/26/2024	Management	1	Elect Director Christopher Causey	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2024	Management	2	Elect Director Raymond Dwek	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2024	Management	3	Elect Director Richard Giltner	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Therapeutics Corporation	06/26/2024	Management	4	Elect Director Ray Kurzweil	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2024	Management	5	Elect Director Jan Malcolm	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2024	Management	6	Elect Director Linda Maxwell	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2024	Management	7	Elect Director Nilda Mesa	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Therapeutics Corporation	06/26/2024	Management	8	Elect Director Judy Olian	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2024	Management	9	Elect Director Christopher Patusky	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2024	Management	10	Elect Director Martine Rothblatt	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2024	Management	11	Elect Director Louis Sullivan	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Therapeutics Corporation	06/26/2024	Management	12	Elect Director Tommy Thompson	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
United Therapeutics Corporation	06/26/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.47 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
United Therapeutics Corporation	06/26/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UnitedHealth Group Incorporated	06/03/2024	Management	1	Elect Director Charles Baker	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/03/2024	Management	2	Elect Director Timothy Flynn	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/03/2024	Management	3	Elect Director Paul Garcia	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/03/2024	Management	4	Elect Director Kristen Gil	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/03/2024	Management	5	Elect Director Stephen Hemsley	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/03/2024	Management	6	Elect Director Michele Hooper	For	For	Against	Against	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/03/2024	Management	7	Elect Director F. William McNabb, III	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/03/2024	Management	8	Elect Director Valerie Montgomery Rice	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
UnitedHealth Group Incorporated	06/03/2024	Management	9	Elect Director John Noseworthy	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/03/2024	Management	10	Elect Director Andrew Witty	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
UnitedHealth Group Incorporated	06/03/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UnitedHealth Group Incorporated	06/03/2024	Shareholder	13	Report on Congruency of Political Spending with Company Values and Priorities	Against	For	For	For	A vote FOR this proposal is warranted, as a report assessing the company's value alignment with political expenditures would enable shareholders to have a greater understanding of how the company oversees and manages risks related to its political affiliations.
Universal Display Corporation	06/20/2024	Management	1	Elect Director Steven V. Abramson	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	2	Elect Director Nigel Brown	For	For	For	For	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	3	Elect Director Cynthia J. Comparin	For	For	For	For	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Display Corporation	06/20/2024	Management	4	Elect Director Richard C. Elias	For	For	For	For	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	5	Elect Director Elizabeth H. Gemmill	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	6	Elect Director C. Keith Hartley	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	7	Elect Director Celia M. Joseph	For	For	For	For	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	8	Elect Director Lawrence Lacerte	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Display Corporation	06/20/2024	Management	9	Elect Director Joan Lau	For	For	For	For	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	10	Elect Director Sidney D. Rosenblatt	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Rosenblatt, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/20/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Pay programs were primarily performance-based with disclosed STI goals and PSUs utilize a multi-year performance period. However, the maximum goal for the most heavily-weighted STI metric was set below the prior year's actual performance without a corresponding pay reduction or rationale for the specific goal-setting, and the metric was achieved above target. Additionally, the proxy does not disclose any forward-looking LTI goals, the maximum PSU vesting opportunity is high and the CEO's equity grant value is relatively large, particularly in the context of negative three-year TSR. Lastly, the company maintains legacy agreements that contain an excise tax gross-up change-in-control provision.
Universal Display Corporation	06/20/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Universal Health Services, Inc.	05/15/2024	Management	1	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.36 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Universal Health Services, Inc.	05/15/2024	Management	2	Amend Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * the purchase price is reasonable; * the plan is broad-based; and * there are limits on employee contributions.
Universal Health Services, Inc.	05/15/2024	Management	3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Health Services, Inc.	05/15/2024	Shareholder	4	Declassify the Board of Directors	Against	For	For	For	A vote FOR this proposal is warranted because the declassification would enhance board accountability.
Unum Group	05/23/2024	Management	1	Elect Director Theodore H. Bunting, Jr.	For	For	For	For	Votes AGAINST Timothy Keaney and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/23/2024	Management	2	Elect Director Susan L. Cross	For	For	For	For	Votes AGAINST Timothy Keaney and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/23/2024	Management	3	Elect Director Susan D. DeVore	For	For	For	For	Votes AGAINST Timothy Keaney and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/23/2024	Management	4	Elect Director Joseph J. Echevarria	For	For	For	For	Votes AGAINST Timothy Keaney and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/23/2024	Management	5	Elect Director Cynthia L. Egan	For	For	For	For	Votes AGAINST Timothy Keaney and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/23/2024	Management	6	Elect Director Kevin T. Kabat	For	For	For	For	Votes AGAINST Timothy Keaney and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/23/2024	Management	7	Elect Director Timothy F. Keaney	For	For	Against	Against	Votes AGAINST Timothy Keaney and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/23/2024	Management	8	Elect Director Gale V. King	For	For	For	For	Votes AGAINST Timothy Keaney and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/23/2024	Management	9	Elect Director Gloria C. Larson	For	For	Against	Against	Votes AGAINST Timothy Keaney and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/23/2024	Management	10	Elect Director Mojgan M. Lefebvre	For	For	For	For	Votes AGAINST Timothy Keaney and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Unum Group	05/23/2024	Management	11	Elect Director Richard P. McKenney	For	For	For	For	Votes AGAINST Timothy Keaney and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/23/2024	Management	12	Elect Director Ronald P. O'Hanley	For	For	For	For	Votes AGAINST Timothy Keaney and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Unum Group	05/23/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Unum Group	05/23/2024	Management	15	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
US Foods Holding Corp.	05/15/2024	Management	1	Elect Director Cheryl A. Bachelder	For	For	For	For	A vote FOR all director nominees is warranted.
US Foods Holding Corp.	05/15/2024	Management	2	Elect Director Robert M. Dutkowsky	For	For	For	For	A vote FOR all director nominees is warranted.
US Foods Holding Corp.	05/15/2024	Management	3	Elect Director David E. Flitman	For	For	For	For	A vote FOR all director nominees is warranted.
US Foods Holding Corp.	05/15/2024	Management	4	Elect Director Marla Gottschalk	For	For	For	For	A vote FOR all director nominees is warranted.
US Foods Holding Corp.	05/15/2024	Management	5	Elect Director Sunil Gupta	For	For	For	For	A vote FOR all director nominees is warranted.
US Foods Holding Corp.	05/15/2024	Management	6	Elect Director Carl Andrew Pforzheimer	For	For	For	For	A vote FOR all director nominees is warranted.
US Foods Holding Corp.	05/15/2024	Management	7	Elect Director Quentin Roach	For	For	For	For	A vote FOR all director nominees is warranted.
US Foods Holding Corp.	05/15/2024	Management	8	Elect Director David M. Tehle	For	For	For	For	A vote FOR all director nominees is warranted.
US Foods Holding Corp.	05/15/2024	Management	9	Elect Director Ann E. Ziegler	For	For	For	For	A vote FOR all director nominees is warranted.
US Foods Holding Corp.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
US Foods Holding Corp.	05/15/2024	Management	11	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
US Foods Holding Corp.	05/15/2024	Management	12	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Valero Energy Corporation	05/15/2024	Management	1	Elect Director Fred M. Diaz	For	For	For	For	Votes AGAINST non-independent nominees Joseph (Joe) Gorder, R. Lane Riggs, Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Valero Energy Corporation	05/15/2024	Management	2	Elect Director H. Paulett Eberhart	For	For	For	For	Votes AGAINST non-independent nominees Joseph (Joe) Gorder, R. Lane Riggs, Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	05/15/2024	Management	3	Elect Director Marie A. Ffolkes	For	For	For	For	Votes AGAINST non-independent nominees Joseph (Joe) Gorder, R. Lane Riggs, Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	05/15/2024	Management	4	Elect Director Joseph W. Gorder	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph (Joe) Gorder, R. Lane Riggs, Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	05/15/2024	Management	5	Elect Director Kimberly S. Greene	For	For	For	For	Votes AGAINST non-independent nominees Joseph (Joe) Gorder, R. Lane Riggs, Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	05/15/2024	Management	6	Elect Director Deborah P. Majoras	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph (Joe) Gorder, R. Lane Riggs, Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Valero Energy Corporation	05/15/2024	Management	7	Elect Director Eric D. Mullins	For	For	For	For	Votes AGAINST non-independent nominees Joseph (Joe) Gorder, R. Lane Riggs, Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	05/15/2024	Management	8	Elect Director Robert A. Profusek	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph (Joe) Gorder, R. Lane Riggs, Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	05/15/2024	Management	9	Elect Director R. Lane Riggs	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph (Joe) Gorder, R. Lane Riggs, Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	05/15/2024	Management	10	Elect Director Randall J. Weisenburger	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph (Joe) Gorder, R. Lane Riggs, Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	05/15/2024	Management	11	Elect Director Rayford Wilkins, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph (Joe) Gorder, R. Lane Riggs, Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are warranted for lack of a majority independent board. Votes AGAINST Robert Profusek, Deborah Majoras, Randall (Randy) Weisenburger and Rayford Wilkins Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Valero Energy Corporation	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Valero Energy Corporation	05/15/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Valmont Industries, Inc.	05/06/2024	Management	1	Elect Director Avner M. Applbaum	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Avner Applbaum and Daniel Neary are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Neary are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	05/06/2024	Management	2	Elect Director Daniel P. Neary	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Avner Applbaum and Daniel Neary are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Neary are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	05/06/2024	Management	3	Elect Director Theo Freye	For	For	For	For	WITHHOLD votes for non-independent nominees Avner Applbaum and Daniel Neary are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Neary are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	05/06/2024	Management	4	Elect Director Joan Robinson-Berry	For	For	For	For	WITHHOLD votes for non-independent nominees Avner Applbaum and Daniel Neary are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Neary are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	05/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Valmont Industries, Inc.	05/06/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Valvoline Inc.	01/25/2024	Management	1	Elect Director Gerald W. Evans, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	2	Elect Director Lori A. Flees	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	3	Elect Director Richard J. Freeland	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	4	Elect Director Carol H. Kruse	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	5	Elect Director Vada O. Manager	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	6	Elect Director Patrick S. Pacious	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	7	Elect Director Jennifer L. Slater	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	8	Elect Director Charles M. Sonstebly	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	9	Elect Director Mary J. Twinem	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Valvoline Inc.	01/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Veeva Systems Inc.	06/12/2024	Management	1	Elect Director Timothy S. Cabral	For	For	For	For	Votes AGAINST Gordon Ritter and Matthew (Matt) Wallach are warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee Chair Mary Lynne Hedley are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/12/2024	Management	2	Elect Director Mark Carges	For	For	For	For	Votes AGAINST Gordon Ritter and Matthew (Matt) Wallach are warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee Chair Mary Lynne Hedley are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/12/2024	Management	3	Elect Director Peter P. Gassner	For	For	For	For	Votes AGAINST Gordon Ritter and Matthew (Matt) Wallach are warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee Chair Mary Lynne Hedley are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/12/2024	Management	4	Elect Director Mary Lynne Hedley	For	For	Against	Against	Votes AGAINST Gordon Ritter and Matthew (Matt) Wallach are warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee Chair Mary Lynne Hedley are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/12/2024	Management	5	Elect Director Priscilla Hung	For	For	For	For	Votes AGAINST Gordon Ritter and Matthew (Matt) Wallach are warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee Chair Mary Lynne Hedley are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Veeva Systems Inc.	06/12/2024	Management	6	Elect Director Tina Hunt	For	For	For	For	Votes AGAINST Gordon Ritter and Matthew (Matt) Wallach are warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee Chair Mary Lynne Hedley are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/12/2024	Management	7	Elect Director Marshall L. Mohr	For	For	For	For	Votes AGAINST Gordon Ritter and Matthew (Matt) Wallach are warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee Chair Mary Lynne Hedley are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/12/2024	Management	8	Elect Director Gordon Ritter	For	For	Against	Against	Votes AGAINST Gordon Ritter and Matthew (Matt) Wallach are warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee Chair Mary Lynne Hedley are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/12/2024	Management	9	Elect Director Paul Sekhri	For	Against	Against	Against	Votes AGAINST Gordon Ritter and Matthew (Matt) Wallach are warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee Chair Mary Lynne Hedley are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/12/2024	Management	10	Elect Director Matthew J. Wallach	For	Against	Against	Against	Votes AGAINST Gordon Ritter and Matthew (Matt) Wallach are warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Governance Committee Chair Mary Lynne Hedley are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Veeva Systems Inc.	06/12/2024	Management	11	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Veeva Systems Inc.	06/12/2024	Management	12	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Veeva Systems Inc.	06/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Ventas, Inc.	05/14/2024	Management	1	Elect Director Melody C. Barnes	For	For	For	For	A vote FOR the director nominee is warranted.
Ventas, Inc.	05/14/2024	Management	2	Elect Director Theodore R. Bigman	For	For	For	For	A vote FOR the director nominee is warranted.
Ventas, Inc.	05/14/2024	Management	3	Elect Director Debra A. Cafaro	For	For	For	For	A vote FOR the director nominee is warranted.
Ventas, Inc.	05/14/2024	Management	4	Elect Director Michael J. Embler	For	For	For	For	A vote FOR the director nominee is warranted.
Ventas, Inc.	05/14/2024	Management	5	Elect Director Matthew J. Lustig	For	For	For	For	A vote FOR the director nominee is warranted.
Ventas, Inc.	05/14/2024	Management	6	Elect Director Roxanne M. Martino	For	For	For	For	A vote FOR the director nominee is warranted.
Ventas, Inc.	05/14/2024	Management	7	Elect Director Marguerite M. Nader	For	For	For	For	A vote FOR the director nominee is warranted.
Ventas, Inc.	05/14/2024	Management	8	Elect Director Sean P. Nolan	For	For	For	For	A vote FOR the director nominee is warranted.
Ventas, Inc.	05/14/2024	Management	9	Elect Director Walter C. Rakowich	For	For	For	For	A vote FOR the director nominee is warranted.
Ventas, Inc.	05/14/2024	Management	10	Elect Director Joe V. Rodriguez, Jr.	For	For	For	For	A vote FOR the director nominee is warranted.
Ventas, Inc.	05/14/2024	Management	11	Elect Director Sumit Roy	For	For	For	For	A vote FOR the director nominee is warranted.
Ventas, Inc.	05/14/2024	Management	12	Elect Director Maurice S. Smith	For	For	For	For	A vote FOR the director nominee is warranted.
Ventas, Inc.	05/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Ventas, Inc.	05/14/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Veralto Corp.	05/21/2024	Management	1	Elect Director Françoise Colpron	For	For	For	For	A vote FOR all director nominees is warranted.
Veralto Corp.	05/21/2024	Management	2	Elect Director Shyam P. Kambeyanda	For	For	For	For	A vote FOR all director nominees is warranted.
Veralto Corp.	05/21/2024	Management	3	Elect Director William H. King	For	For	For	For	A vote FOR all director nominees is warranted.
Veralto Corp.	05/21/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Veralto Corp.	05/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Veralto Corp.	05/21/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
VeriSign, Inc.	05/23/2024	Management	1	Elect Director D. James Bidzos	For	For	Against	Against	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominee is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
VeriSign, Inc.	05/23/2024	Management	2	Elect Director Courtney D. Armstrong	For	For	For	For	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/23/2024	Management	3	Elect Director Yehuda Ari Buchalter	For	For	For	For	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/23/2024	Management	4	Elect Director Kathleen A. Cote	For	For	Against	Against	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/23/2024	Management	5	Elect Director Thomas F. Frist, III	For	For	For	For	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/23/2024	Management	6	Elect Director Jamie S. Gorelick	For	For	For	For	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/23/2024	Management	7	Elect Director Roger H. Moore	For	For	Against	Against	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
VeriSign, Inc.	05/23/2024	Management	8	Elect Director Timothy Tomlinson	For	For	Against	Against	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
VeriSign, Inc.	05/23/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Verisk Analytics, Inc.	05/15/2024	Management	1	Elect Director Vincent K. Brooks	For	For	For	For	Votes AGAINST Samuel Liss and Therese (Terri) Vaughan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/15/2024	Management	2	Elect Director Jeffrey Dailey	For	For	For	For	Votes AGAINST Samuel Liss and Therese (Terri) Vaughan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/15/2024	Management	3	Elect Director Bruce Hansen	For	For	For	For	Votes AGAINST Samuel Liss and Therese (Terri) Vaughan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/15/2024	Management	4	Elect Director Gregory Hendrick	For	For	For	For	Votes AGAINST Samuel Liss and Therese (Terri) Vaughan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/15/2024	Management	5	Elect Director Kathleen A. Hogenson	For	For	For	For	Votes AGAINST Samuel Liss and Therese (Terri) Vaughan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/15/2024	Management	6	Elect Director Wendy Lane	For	For	For	For	Votes AGAINST Samuel Liss and Therese (Terri) Vaughan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/15/2024	Management	7	Elect Director Samuel G. Liss	For	For	Against	Against	Votes AGAINST Samuel Liss and Therese (Terri) Vaughan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/15/2024	Management	8	Elect Director Lee M. Shavel	For	For	For	For	Votes AGAINST Samuel Liss and Therese (Terri) Vaughan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Verisk Analytics, Inc.	05/15/2024	Management	9	Elect Director Olumide Soroye	For	For	For	For	Votes AGAINST Samuel Liss and Therese (Terri) Vaughan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/15/2024	Management	10	Elect Director Kimberly S. Stevenson	For	For	For	For	Votes AGAINST Samuel Liss and Therese (Terri) Vaughan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/15/2024	Management	11	Elect Director Therese M. Vaughan	For	For	Against	Against	Votes AGAINST Samuel Liss and Therese (Terri) Vaughan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Verisk Analytics, Inc.	05/15/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Verisk Analytics, Inc.	05/15/2024	Shareholder	14	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted as it may provide shareholders an opportunity to provide feedback on the one supermajority requirement in the company's charter.
Verizon Communications Inc.	05/09/2024	Management	1	Elect Director Shellye Archambeau	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/09/2024	Management	2	Elect Director Roxanne Austin	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/09/2024	Management	3	Elect Director Mark Bertolini	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/09/2024	Management	4	Elect Director Vittorio Colao	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/09/2024	Management	5	Elect Director Laxman Narasimhan	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/09/2024	Management	6	Elect Director Clarence Otis, Jr.	For	For	Against	Against	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Verizon Communications Inc.	05/09/2024	Management	7	Elect Director Daniel Schulman	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/09/2024	Management	8	Elect Director Rodney Slater	For	For	Against	Against	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/09/2024	Management	9	Elect Director Carol Tome	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/09/2024	Management	10	Elect Director Hans Vestberg	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/09/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Verizon Communications Inc.	05/09/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Verizon Communications Inc.	05/09/2024	Shareholder	13	Commission Third Party Study on Impact of Prohibiting Direct and Indirect Political Contributions to Candidates	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides some disclosure on its political expenditures and adopting a policy to prohibit political expenditures could put the company at a competitive
Verizon Communications Inc.	05/09/2024	Shareholder	14	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as greater disclosure would allow shareholders to better evaluate the risks and benefits associated with the company's participation in the public policy process.
Verizon Communications Inc.	05/09/2024	Shareholder	15	Amend Clawback Policy	Against	For	For	For	A vote FOR this proposal is warranted as the company's current clawback policy does not provide for the disclosure of the amounts and circumstances surrounding any recoupments. Such disclosure would benefit shareholders.
Verizon Communications Inc.	05/09/2024	Shareholder	16	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Verizon Communications Inc.	05/09/2024	Shareholder	17	Report on Risks Related to Discrimination Against Individuals Including Religious/Political Views	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company appears to provide sufficient disclosures regarding its content guidelines and terms and conditions of use.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Verizon Communications Inc.	05/09/2024	Shareholder	18	Report on Lead-Sheathed Cables	Against	Against	For	For	A vote FOR this resolution is warranted as shareholders would benefit from the requested report by providing them additional information on the risks associated with the company's use of lead-sheathed cable and enable them to better assess the company's management of related risks.
Verizon Communications Inc.	05/09/2024	Shareholder	19	Report on Congruency of Political Spending with Company Values and Priorities	Against	Against	For	For	A vote FOR this proposal is warranted as a report on the company's congruency of political spending with the company's values and priorities would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political activities.
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	1	Elect Director Sangeeta Bhatia	For	For	For	For	Votes AGAINST Bruce Sachs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	2	Elect Director Lloyd Carney	For	For	For	For	Votes AGAINST Bruce Sachs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	3	Elect Director Alan Garber	For	For	For	For	Votes AGAINST Bruce Sachs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	4	Elect Director Reshma Kewalramani	For	For	For	For	Votes AGAINST Bruce Sachs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	5	Elect Director Michel Lagarde	For	For	For	For	Votes AGAINST Bruce Sachs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	6	Elect Director Jeffrey Leiden	For	For	For	For	Votes AGAINST Bruce Sachs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	7	Elect Director Diana McKenzie	For	For	For	For	Votes AGAINST Bruce Sachs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	8	Elect Director Bruce Sachs	For	For	Against	Against	Votes AGAINST Bruce Sachs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	9	Elect Director Jennifer Schneider	For	For	For	For	Votes AGAINST Bruce Sachs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	10	Elect Director Nancy Thornberry	For	For	For	For	Votes AGAINST Bruce Sachs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	11	Elect Director Suketu Upadhyay	For	For	For	For	Votes AGAINST Bruce Sachs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Vertex Pharmaceuticals Incorporated	05/15/2024	Shareholder	14	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
Vertex Pharmaceuticals Incorporated	05/15/2024	Shareholder	15	Report on Median and Adjusted Gender/Racial Pay Gaps	Against	For	For	For	A vote FOR this resolution is warranted, as it would shareholdes to better evaluate the effectiveness of the company's diversity, equity, and inclusion efforts.
Vertiv Holdings Co.	06/19/2024	Management	1	Elect Director David M. Cote	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/19/2024	Management	2	Elect Director Giordano Albertazzi	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/19/2024	Management	3	Elect Director Joseph J. DeAngelo	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/19/2024	Management	4	Elect Director Joseph van Dokkum	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/19/2024	Management	5	Elect Director Roger Fradin	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vertiv Holdings Co.	06/19/2024	Management	6	Elect Director Jakki L. Haussler	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/19/2024	Management	7	Elect Director Jacob Kotzubei	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/19/2024	Management	8	Elect Director Matthew Louie	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/19/2024	Management	9	Elect Director Edward L. Monser	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/19/2024	Management	10	Elect Director Steven S. Reinemund	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/19/2024	Management	11	Elect Director Robin L. Washington	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/19/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Vertiv Holdings Co.	06/19/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
VICI Properties Inc.	04/30/2024	Management	1	Elect Director James R. Abrahamson	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/30/2024	Management	2	Elect Director Diana F. Cantor	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/30/2024	Management	3	Elect Director Monica H. Douglas	For	For	For	For	A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
VICI Properties Inc.	04/30/2024	Management	4	Elect Director Elizabeth I. Holland	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/30/2024	Management	5	Elect Director Craig Macnab	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/30/2024	Management	6	Elect Director Edward B. Pitoniak	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/30/2024	Management	7	Elect Director Michael D. Rumbolz	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/30/2024	Management	8	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
VICI Properties Inc.	04/30/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
VICI Properties Inc.	04/30/2024	Management	10	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Virtu Financial, Inc.	06/06/2024	Management	1	Elect Director Virginia Gambale	For	For	For	For	WITHHOLD votes for Michael Viola are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Viola and John Nixon given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Michael Viola as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Michael Viola for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Virtu Financial, Inc.	06/06/2024	Management	2	Elect Director John D. Nixon	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Viola are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Viola and John Nixon given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Michael Viola as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Michael Viola for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Virtu Financial, Inc.	06/06/2024	Management	3	Elect Director David J. Urban	For	For	For	For	WITHHOLD votes for Michael Viola are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Viola and John Nixon given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Michael Viola as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Michael Viola for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Virtu Financial, Inc.	06/06/2024	Management	4	Elect Director Michael T. Viola	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Viola are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Viola and John Nixon given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Michael Viola as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Michael Viola for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Virtu Financial, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Virtu Financial, Inc.	06/06/2024	Management	6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vistra Corp.	05/01/2024	Management	1	Elect Director Scott B. Helm	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/01/2024	Management	2	Elect Director Hilary E. Ackermann	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/01/2024	Management	3	Elect Director Arcilia C. Acosta	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/01/2024	Management	4	Elect Director Gavin R. Baiera	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/01/2024	Management	5	Elect Director Paul M. Barbas	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/01/2024	Management	6	Elect Director James A. Burke	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/01/2024	Management	7	Elect Director Lisa Crutchfield	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/01/2024	Management	8	Elect Director Julie A. Lagacy	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/01/2024	Management	9	Elect Director John W. (Bill) Pitesa	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/01/2024	Management	10	Elect Director John R. (J.R.) Sult	For	For	For	For	A vote FOR all director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vistra Corp.	05/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Vistra Corp.	05/01/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vistra Corp.	05/01/2024	Management	13	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Vistra Corp.	05/01/2024	Management	14	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vontier Corporation	05/28/2024	Management	1	Elect Director Karen C. Francis	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/28/2024	Management	2	Elect Director Gloria R. Boyland	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/28/2024	Management	3	Elect Director Maryrose Sylvester	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/28/2024	Management	4	Elect Director David M. Foulkes	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/28/2024	Management	5	Elect Director Christopher J. Klein	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/28/2024	Management	6	Elect Director Mark D. Morelli	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/28/2024	Management	7	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vontier Corporation	05/28/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Voya Financial, Inc.	05/23/2024	Management	1	Elect Director Lynne Biggar	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	2	Elect Director Stephen Bowman	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	3	Elect Director Yvette S. Butler	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	4	Elect Director Jane P. Chwick	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	5	Elect Director Kathleen DeRose	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	6	Elect Director Hikmet Ersek	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	7	Elect Director Ruth Ann M. Gillis	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	8	Elect Director Heather Lavallee	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	9	Elect Director Robert G. Leary	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	10	Elect Director Aylwin B. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	11	Elect Director Joseph V. Tripodi	For	For	For	For	A vote FOR all director nominees is warranted.
Voya Financial, Inc.	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Voya Financial, Inc.	05/23/2024	Management	13	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues concerning the features of the plan were identified.
Voya Financial, Inc.	05/23/2024	Management	14	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Voya Financial, Inc.	05/23/2024	Management	15	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vulcan Materials Company	05/10/2024	Management	1	Elect Director Thomas A. Fanning	For	For	For	For	Votes AGAINST Richard O'Brien are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vulcan Materials Company	05/10/2024	Management	2	Elect Director J. Thomas Hill	For	For	For	For	Votes AGAINST Richard O'Brien are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vulcan Materials Company	05/10/2024	Management	3	Elect Director Cynthia L. Hostetler	For	For	For	For	Votes AGAINST Richard O'Brien are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vulcan Materials Company	05/10/2024	Management	4	Elect Director Richard T. O'Brien	For	For	Against	Against	Votes AGAINST Richard O'Brien are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vulcan Materials Company	05/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Vulcan Materials Company	05/10/2024	Management	6	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W. P. Carey Inc.	06/13/2024	Management	1	Elect Director Mark A. Alexander	For	For	For	For	A vote FOR all director nominees is warranted.
W. P. Carey Inc.	06/13/2024	Management	2	Elect Director Constantin H. Beier	For	For	For	For	A vote FOR all director nominees is warranted.
W. P. Carey Inc.	06/13/2024	Management	3	Elect Director Tonit M. Calaway	For	For	For	For	A vote FOR all director nominees is warranted.
W. P. Carey Inc.	06/13/2024	Management	4	Elect Director Peter J. Farrell	For	For	For	For	A vote FOR all director nominees is warranted.
W. P. Carey Inc.	06/13/2024	Management	5	Elect Director Robert J. Flanagan	For	For	For	For	A vote FOR all director nominees is warranted.
W. P. Carey Inc.	06/13/2024	Management	6	Elect Director Jason E. Fox	For	For	For	For	A vote FOR all director nominees is warranted.
W. P. Carey Inc.	06/13/2024	Management	7	Elect Director Rhonda O. Gass	For	For	For	For	A vote FOR all director nominees is warranted.
W. P. Carey Inc.	06/13/2024	Management	8	Elect Director Margaret G. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
W. P. Carey Inc.	06/13/2024	Management	9	Elect Director Christopher J. Niehaus	For	For	For	For	A vote FOR all director nominees is warranted.
W. P. Carey Inc.	06/13/2024	Management	10	Elect Director Elisabeth T. Stheeman	For	For	For	For	A vote FOR all director nominees is warranted.
W. P. Carey Inc.	06/13/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
W. P. Carey Inc.	06/13/2024	Management	12	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
W. P. Carey Inc.	06/13/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W. R. Berkley Corporation	06/12/2024	Management	1	Elect Director William R. Berkley	For	For	Against	Against	Votes AGAINST non-independent nominees William (Wm.) Berkley, Christopher Augostini and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Christopher Augostini and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee member Daniel Mosley are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
W. R. Berkley Corporation	06/12/2024	Management	2	Elect Director Christopher L. Augostini	For	For	Against	Against	Votes AGAINST non-independent nominees William (Wm.) Berkley, Christopher Augostini and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Christopher Augostini and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee member Daniel Mosley are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
W. R. Berkley Corporation	06/12/2024	Management	3	Elect Director Marie A. Mattson	For	For	For	For	Votes AGAINST non-independent nominees William (Wm.) Berkley, Christopher Augostini and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Christopher Augostini and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee member Daniel Mosley are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
W. R. Berkley Corporation	06/12/2024	Management	4	Elect Director Daniel L. Mosley	For	For	Against	Against	Votes AGAINST non-independent nominees William (Wm.) Berkley, Christopher Augostini and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Christopher Augostini and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee member Daniel Mosley are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
W. R. Berkley Corporation	06/12/2024	Management	5	Elect Director Mark L. Shapiro	For	For	Against	Against	Votes AGAINST non-independent nominees William (Wm.) Berkley, Christopher Augostini and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Christopher Augostini and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee member Daniel Mosley are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
W. R. Berkley Corporation	06/12/2024	Management	6	Elect Director Jonathan Talisman	For	For	For	For	Votes AGAINST non-independent nominees William (Wm.) Berkley, Christopher Augostini and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Christopher Augostini and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee member Daniel Mosley are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
W. R. Berkley Corporation	06/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
W. R. Berkley Corporation	06/12/2024	Management	8	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W.W. Grainger, Inc.	04/24/2024	Management	1	Elect Director Rodney C. Adkins	For	For	For	For	Votes AGAINST Stuart Levenick, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/24/2024	Management	2	Elect Director George S. Davis	For	For	For	For	Votes AGAINST Stuart Levenick, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/24/2024	Management	3	Elect Director Katherine D. Jaspon	For	For	For	For	Votes AGAINST Stuart Levenick, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/24/2024	Management	4	Elect Director Christopher J. Klein	For	For	For	For	Votes AGAINST Stuart Levenick, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/24/2024	Management	5	Elect Director Stuart L. Levenick	For	For	Against	Against	Votes AGAINST Stuart Levenick, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/24/2024	Management	6	Elect Director D.G. Macpherson	For	For	For	For	Votes AGAINST Stuart Levenick, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/24/2024	Management	7	Elect Director Cindy J. Miller	For	For	For	For	Votes AGAINST Stuart Levenick, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
W.W. Grainger, Inc.	04/24/2024	Management	8	Elect Director Neil S. Novich	For	For	Against	Against	Votes AGAINST Stuart Levenick, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/24/2024	Management	9	Elect Director Beatriz R. Perez	For	For	For	For	Votes AGAINST Stuart Levenick, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/24/2024	Management	10	Elect Director E. Scott Santi	For	For	Against	Against	Votes AGAINST Stuart Levenick, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/24/2024	Management	11	Elect Director Susan Slavik Williams	For	For	For	For	Votes AGAINST Stuart Levenick, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/24/2024	Management	12	Elect Director Lucas E. Watson	For	For	For	For	Votes AGAINST Stuart Levenick, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/24/2024	Management	13	Elect Director Steven A. White	For	For	For	For	Votes AGAINST Stuart Levenick, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/24/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W.W. Grainger, Inc.	04/24/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Walmart Inc.	06/05/2024	Management	1	Elect Director Cesar Conde	For	For	For	For	Votes AGAINST Timothy (Tim) Flynn and Marissa Mayer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/05/2024	Management	2	Elect Director Timothy P. Flynn	For	For	Against	Against	Votes AGAINST Timothy (Tim) Flynn and Marissa Mayer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/05/2024	Management	3	Elect Director Sarah J. Friar	For	For	For	For	Votes AGAINST Timothy (Tim) Flynn and Marissa Mayer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/05/2024	Management	4	Elect Director Carla A. Harris	For	For	For	For	Votes AGAINST Timothy (Tim) Flynn and Marissa Mayer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Walmart Inc.	06/05/2024	Management	5	Elect Director Thomas W. Horton	For	For	For	For	Votes AGAINST Timothy (Tim) Flynn and Marissa Mayer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/05/2024	Management	6	Elect Director Marissa A. Mayer	For	For	Against	Against	Votes AGAINST Timothy (Tim) Flynn and Marissa Mayer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/05/2024	Management	7	Elect Director C. Douglas McMillon	For	For	For	For	Votes AGAINST Timothy (Tim) Flynn and Marissa Mayer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/05/2024	Management	8	Elect Director Brian Niccol	For	For	For	For	Votes AGAINST Timothy (Tim) Flynn and Marissa Mayer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/05/2024	Management	9	Elect Director Gregory B. Penner	For	For	For	For	Votes AGAINST Timothy (Tim) Flynn and Marissa Mayer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/05/2024	Management	10	Elect Director Randall L. Stephenson	For	For	For	For	Votes AGAINST Timothy (Tim) Flynn and Marissa Mayer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/05/2024	Management	11	Elect Director Steuart L. Walton	For	For	For	For	Votes AGAINST Timothy (Tim) Flynn and Marissa Mayer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/05/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Walmart Inc.	06/05/2024	Management	13	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Walmart Inc.	06/05/2024	Shareholder	14	Publish Targets for Transitioning from Gestation Crates in Pork Supply Chain	Against	For	For	For	A vote FOR this resolution is warranted. In light of regulatory developments and the company's lack of targets, shareholders would benefit from more information on the company's progress related to reducing or eliminating the use of gestation crates in its pork supply chain.
Walmart Inc.	06/05/2024	Shareholder	15	Conduct and Report a Third-Party Racial Equity Audit	Against	For	For	For	A vote FOR this resolution is warranted, as such disclosure would allow shareholders to better assess the racial equity impacts and effectiveness of the company's policies and practices.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Walmart Inc.	06/05/2024	Shareholder	16	Publish Human Rights Risk Assessment on the Impacts of Walmart's Supply Chain	Against	For	For	For	A vote FOR this proposal is warranted. The company has not committed to make public the results of its human rights impact assessment and greater disclosure would allow shareholders to better evaluate the company's human rights efforts, and this proposal is not considered to be particularly burdensome.
Walmart Inc.	06/05/2024	Shareholder	17	Establish a Company Compensation Policy of Paying a Living Wage	Against	Against	For	For	A vote FOR this proposal is warranted as it would serve to further strengthen the company's commitment to global diversity, equity, and inclusion, and also enable shareholders to better assess the company's management of risks related to compensation and workforce practices.
Walmart Inc.	06/05/2024	Shareholder	18	Report on a Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company appears to be taking appropriate measures to address the risk of discrimination against employees based on religion or political, social and/or environmental views.
Walmart Inc.	06/05/2024	Shareholder	19	Commission a Third Party Audit on Workplace Safety and Violence	Against	For	For	For	A vote FOR this proposal is warranted as an independent audit would help shareholders evaluate the effectiveness of the company's workplace safety policies, practices, and management of potential risks.
Walmart Inc.	06/05/2024	Shareholder	20	Establish a Board Committee on Corporate Financial Sustainability	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as, absent clear performance concerns, the board is generally given latitude to determine its committee structure.
Warner Bros. Discovery, Inc.	06/03/2024	Management	1	Elect Director Li Haslett Chen	For	For	For	For	WITHHOLD votes for Paul Gould and John Malone are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for John Malone are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard Fisher, Paul Gould, and Kenneth Lowe are warranted for inadequate responsiveness to a low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Warner Bros. Discovery, Inc.	06/03/2024	Management	2	Elect Director Richard W. Fisher	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Gould and John Malone are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for John Malone are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard Fisher, Paul Gould, and Kenneth Lowe are warranted for inadequate responsiveness to a low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Warner Bros. Discovery, Inc.	06/03/2024	Management	3	Elect Director Paul A. Gould	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Gould and John Malone are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for John Malone are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard Fisher, Paul Gould, and Kenneth Lowe are warranted for inadequate responsiveness to a low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Warner Bros. Discovery, Inc.	06/03/2024	Management	4	Elect Director Kenneth W. Lowe	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Gould and John Malone are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for John Malone are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard Fisher, Paul Gould, and Kenneth Lowe are warranted for inadequate responsiveness to a low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Warner Bros. Discovery, Inc.	06/03/2024	Management	5	Elect Director John C. Malone	For	For	Withhold	Withhold	WITHHOLD votes for Paul Gould and John Malone are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for John Malone are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard Fisher, Paul Gould, and Kenneth Lowe are warranted for inadequate responsiveness to a low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Warner Bros. Discovery, Inc.	06/03/2024	Management	6	Elect Director Fazal Merchant	For	For	For	For	WITHHOLD votes for Paul Gould and John Malone are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for John Malone are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard Fisher, Paul Gould, and Kenneth Lowe are warranted for inadequate responsiveness to a low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Warner Bros. Discovery, Inc.	06/03/2024	Management	7	Elect Director Paula A. Price	For	For	For	For	WITHHOLD votes for Paul Gould and John Malone are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for John Malone are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard Fisher, Paul Gould, and Kenneth Lowe are warranted for inadequate responsiveness to a low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Warner Bros. Discovery, Inc.	06/03/2024	Management	8	Elect Director David M. Zaslav	For	For	For	For	WITHHOLD votes for Paul Gould and John Malone are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for John Malone are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard Fisher, Paul Gould, and Kenneth Lowe are warranted for inadequate responsiveness to a low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Warner Bros. Discovery, Inc.	06/03/2024	Management	9	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Warner Bros. Discovery, Inc.	06/03/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.A vote AGAINST the proposal is warranted. Following a low say-on-pay vote result at the 2023 annual meeting, the proxy discloses its engagement efforts and feedback from shareholders, but it is unclear whether the feedback relates to concerns that drove shareholders to vote against the proposal last year. The committee's response to feedback includes changes made to the pay program that were disclosed and known the shareholders prior to the 2023 annual meeting, and other concerns are only partially addressed or not at all. As such, the committee did not demonstrate sufficient responsiveness to last year's low vote result.Further, an unmitigated pay-for-performance misalignment exists for the year in review. CEO Zaslav, as well as two other NEOs, receive outsized base salaries, while Zaslav's target bonus opportunity is also relatively large. Disclosure concerns also persist in the annual bonus, and Zaslav's FY23 bonus had a minimum payout at target based on a prior agreement with the company. Though Zaslav's annual equity grant was entirely in performance equity, the award is only based on one-year performance, and three-fourths of the award vests based on the compensation committee's discretionary assessment of strategic metrics. The company also granted executives a supplemental equity award that mirrors the financial goal in annual grants, having the effect of increasing equity grant value based on a one-year performance goal.Lastly, concerns persist with respect to the large magnitude of personal use of corporate aircraft and security-related perquisites provided to the CEO, as well as the legacy agreement with the CEO that provides for problematic modified single-trigger severance payment.
Warner Bros. Discovery, Inc.	06/03/2024	Management	11	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's three-year average burn rate is excessive. * The plan allows for single-less than p/greater than Trigger vesting of awards in the event of a change-in-control.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Warner Bros. Discovery, Inc.	06/03/2024	Shareholder	12	Report on Use of Artificial Intelligence	Against	For	For	For	A vote FOR this proposal is warranted, as improved transparency and the disclosure of ethical guidelines would provide shareholders the ability to evaluate the benefits and risks associated with the company's use of artificial intelligence (AI).
Warner Bros. Discovery, Inc.	06/03/2024	Shareholder	13	Provide Right to Call a Special Meeting	Against	For	For	For	A vote FOR the proposal is warranted as the ability to call special meetings would improve shareholder rights.
Warner Bros. Discovery, Inc.	06/03/2024	Shareholder	14	Establish a Board Committee on Corporate Financial Sustainability	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as, absent clear performance concerns, the board is generally given latitude to determine its committee structure.
Waste Management, Inc.	05/14/2024	Management	1	Elect Director Thomas L. Bene	For	For	For	For	Votes AGAINST Victoria Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/14/2024	Management	2	Elect Director Bruce E. Chinn	For	For	For	For	Votes AGAINST Victoria Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/14/2024	Management	3	Elect Director James C. Fish, Jr.	For	For	For	For	Votes AGAINST Victoria Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/14/2024	Management	4	Elect Director Andres R. Gluski	For	For	For	For	Votes AGAINST Victoria Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/14/2024	Management	5	Elect Director Victoria M. Holt	For	For	Against	Against	Votes AGAINST Victoria Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/14/2024	Management	6	Elect Director Kathleen M. Mazzarella	For	For	For	For	Votes AGAINST Victoria Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/14/2024	Management	7	Elect Director Sean E. Menke	For	For	For	For	Votes AGAINST Victoria Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/14/2024	Management	8	Elect Director William B. Plummer	For	For	For	For	Votes AGAINST Victoria Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/14/2024	Management	9	Elect Director Maryrose T. Sylvester	For	For	For	For	Votes AGAINST Victoria Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/14/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Waste Management, Inc.	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Waste Management, Inc.	05/14/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Waters Corporation	05/23/2024	Management	1	Elect Director Flemming Ornskov	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2024	Management	2	Elect Director Linda Baddour	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2024	Management	3	Elect Director Udit Batra	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2024	Management	4	Elect Director Dan Brennan	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2024	Management	5	Elect Director Richard Fearon	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2024	Management	6	Elect Director Pearl S. Huang	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2024	Management	7	Elect Director Wei Jiang	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2024	Management	8	Elect Director Christopher A. Kuebler	For	For	Against	Against	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2024	Management	9	Elect Director Mark Vergnano	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2024	Management	10	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Waters Corporation	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Waters Corporation	05/23/2024	Management	12	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Webster Financial Corporation	04/24/2024	Management	1	Elect Director John R. Ciulla	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	2	Elect Director William L. Atwell	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	3	Elect Director John P. Cahill	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	4	Elect Director E. Carol Hayles	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	5	Elect Director Mona Aboelnaga Kanaan	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	6	Elect Director Maureen B. Mitchell	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	7	Elect Director Laurence C. Morse	For	For	Against	Against	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	8	Elect Director Richard O'Toole	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	9	Elect Director Mark Pettie	For	For	Against	Against	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	10	Elect Director Lauren C. States	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/24/2024	Management	11	Elect Director William E. Whiston	For	For	For	For	Votes AGAINST Laurence Morse and Mark Pettie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Webster Financial Corporation	04/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Webster Financial Corporation	04/24/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WEC Energy Group, Inc.	05/09/2024	Management	1	Elect Director Ave M. Bie	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/09/2024	Management	2	Elect Director Curt S. Culver	For	For	Against	Against	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/09/2024	Management	3	Elect Director Danny L. Cunningham	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/09/2024	Management	4	Elect Director William M. Farrow, III	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/09/2024	Management	5	Elect Director Cristina A. Garcia-Thomas	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/09/2024	Management	6	Elect Director Maria C. Green	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/09/2024	Management	7	Elect Director Gale E. Klappa	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/09/2024	Management	8	Elect Director Thomas K. Lane	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/09/2024	Management	9	Elect Director Scott J. Lauber	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/09/2024	Management	10	Elect Director Ulice Payne, Jr.	For	For	Against	Against	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
WEC Energy Group, Inc.	05/09/2024	Management	11	Elect Director Mary Ellen Stanek	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/09/2024	Management	12	Elect Director Glen E. Tellock	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/09/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WEC Energy Group, Inc.	05/09/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
WEC Energy Group, Inc.	05/09/2024	Management	15	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
WEC Energy Group, Inc.	05/09/2024	Shareholder	16	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
Wells Fargo & Company	04/30/2024	Management	1	Elect Director Steven D. Black	For	For	Against	For	Votes AGAINST all director nominees are warranted given the company's persistent workforce management problems and the board's failure to adequately implement a majority-supported shareholder proposal related to a report on workplace harassment and discrimination.A vote AGAINST incumbent Governance Committee chair Wayne Hewett is warranted due to the board's unilateral adoption of an exclusive forum bylaw.Further concern regarding Governance Committee members Clark, Craven, Sargent, and Hewett is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting.
Wells Fargo & Company	04/30/2024	Management	2	Elect Director Mark A. Chancy	For	For	Against	For	Votes AGAINST all director nominees are warranted given the company's persistent workforce management problems and the board's failure to adequately implement a majority-supported shareholder proposal related to a report on workplace harassment and discrimination.A vote AGAINST incumbent Governance Committee chair Wayne Hewett is warranted due to the board's unilateral adoption of an exclusive forum bylaw.Further concern regarding Governance Committee members Clark, Craven, Sargent, and Hewett is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Wells Fargo & Company	04/30/2024	Management	3	Elect Director Celeste A. Clark	For	For	Against	For	Votes AGAINST all director nominees are warranted given the company's persistent workforce management problems and the board's failure to adequately implement a majority-supported shareholder proposal related to a report on workplace harassment and discrimination.A vote AGAINST incumbent Governance Committee chair Wayne Hewett is warranted due to the board's unilateral adoption of an exclusive forum bylaw.Further concern regarding Governance Committee members Clark, Craven, Sargent, and Hewett is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting.
Wells Fargo & Company	04/30/2024	Management	4	Elect Director Theodore F. Craver, Jr.	For	For	Against	For	Votes AGAINST all director nominees are warranted given the company's persistent workforce management problems and the board's failure to adequately implement a majority-supported shareholder proposal related to a report on workplace harassment and discrimination.A vote AGAINST incumbent Governance Committee chair Wayne Hewett is warranted due to the board's unilateral adoption of an exclusive forum bylaw.Further concern regarding Governance Committee members Clark, Craven, Sargent, and Hewett is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting.
Wells Fargo & Company	04/30/2024	Management	5	Elect Director Richard K. Davis	For	For	Against	For	Votes AGAINST all director nominees are warranted given the company's persistent workforce management problems and the board's failure to adequately implement a majority-supported shareholder proposal related to a report on workplace harassment and discrimination.A vote AGAINST incumbent Governance Committee chair Wayne Hewett is warranted due to the board's unilateral adoption of an exclusive forum bylaw.Further concern regarding Governance Committee members Clark, Craven, Sargent, and Hewett is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Wells Fargo & Company	04/30/2024	Management	6	Elect Director Fabian T. Garcia	For	For	Against	For	Votes AGAINST all director nominees are warranted given the company's persistent workforce management problems and the board's failure to adequately implement a majority-supported shareholder proposal related to a report on workplace harassment and discrimination.A vote AGAINST incumbent Governance Committee chair Wayne Hewett is warranted due to the board's unilateral adoption of an exclusive forum bylaw.Further concern regarding Governance Committee members Clark, Craven, Sargent, and Hewett is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting.
Wells Fargo & Company	04/30/2024	Management	7	Elect Director Wayne M. Hewett	For	For	Against	Against	Votes AGAINST all director nominees are warranted given the company's persistent workforce management problems and the board's failure to adequately implement a majority-supported shareholder proposal related to a report on workplace harassment and discrimination.A vote AGAINST incumbent Governance Committee chair Wayne Hewett is warranted due to the board's unilateral adoption of an exclusive forum bylaw.Further concern regarding Governance Committee members Clark, Craven, Sargent, and Hewett is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting.
Wells Fargo & Company	04/30/2024	Management	8	Elect Director CeCelia G. Morken	For	For	Against	For	Votes AGAINST all director nominees are warranted given the company's persistent workforce management problems and the board's failure to adequately implement a majority-supported shareholder proposal related to a report on workplace harassment and discrimination.A vote AGAINST incumbent Governance Committee chair Wayne Hewett is warranted due to the board's unilateral adoption of an exclusive forum bylaw.Further concern regarding Governance Committee members Clark, Craven, Sargent, and Hewett is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Wells Fargo & Company	04/30/2024	Management	9	Elect Director Maria R. Morris	For	For	Against	For	Votes AGAINST all director nominees are warranted given the company's persistent workforce management problems and the board's failure to adequately implement a majority-supported shareholder proposal related to a report on workplace harassment and discrimination.A vote AGAINST incumbent Governance Committee chair Wayne Hewett is warranted due to the board's unilateral adoption of an exclusive forum bylaw.Further concern regarding Governance Committee members Clark, Craven, Sargent, and Hewett is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting.
Wells Fargo & Company	04/30/2024	Management	10	Elect Director Felicia F. Norwood	For	For	Against	For	Votes AGAINST all director nominees are warranted given the company's persistent workforce management problems and the board's failure to adequately implement a majority-supported shareholder proposal related to a report on workplace harassment and discrimination.A vote AGAINST incumbent Governance Committee chair Wayne Hewett is warranted due to the board's unilateral adoption of an exclusive forum bylaw.Further concern regarding Governance Committee members Clark, Craven, Sargent, and Hewett is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting.
Wells Fargo & Company	04/30/2024	Management	11	Elect Director Ronald L. Sargent	For	For	Against	For	Votes AGAINST all director nominees are warranted given the company's persistent workforce management problems and the board's failure to adequately implement a majority-supported shareholder proposal related to a report on workplace harassment and discrimination.A vote AGAINST incumbent Governance Committee chair Wayne Hewett is warranted due to the board's unilateral adoption of an exclusive forum bylaw.Further concern regarding Governance Committee members Clark, Craven, Sargent, and Hewett is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Wells Fargo & Company	04/30/2024	Management	12	Elect Director Charles W. Scharf	For	For	Against	For	Votes AGAINST all director nominees are warranted given the company's persistent workforce management problems and the board's failure to adequately implement a majority-supported shareholder proposal related to a report on workplace harassment and discrimination.A vote AGAINST incumbent Governance Committee chair Wayne Hewett is warranted due to the board's unilateral adoption of an exclusive forum bylaw.Further concern regarding Governance Committee members Clark, Craven, Sargent, and Hewett is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting.
Wells Fargo & Company	04/30/2024	Management	13	Elect Director Suzanne M. Vautrinot	For	For	Against	For	Votes AGAINST all director nominees are warranted given the company's persistent workforce management problems and the board's failure to adequately implement a majority-supported shareholder proposal related to a report on workplace harassment and discrimination.A vote AGAINST incumbent Governance Committee chair Wayne Hewett is warranted due to the board's unilateral adoption of an exclusive forum bylaw.Further concern regarding Governance Committee members Clark, Craven, Sargent, and Hewett is warranted given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting.
Wells Fargo & Company	04/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Wells Fargo & Company	04/30/2024	Management	15	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wells Fargo & Company	04/30/2024	Management	16	Opt Out of Section 203 of the Delaware General Corporation Law	For	For	For	For	A vote FOR both proposals is warranted as opting out of an anti-takeover provision and removing supermajority requirements would improve shareholder rights.
Wells Fargo & Company	04/30/2024	Management	17	Eliminate Supermajority Vote Requirement to Amend the Local Directors Provision	For	For	For	For	A vote FOR both proposals is warranted as opting out of an anti-takeover provision and removing supermajority requirements would improve shareholder rights.
Wells Fargo & Company	04/30/2024	Shareholder	18	Report on Prevention of Workplace Harassment and Discrimination	Against	For	For	For	A vote FOR this resolution is warranted, as the company has faced recent attention for allegations of discrimination in the workplace, and increased transparency would help shareholders assess how the company is managing associated risks.
Wells Fargo & Company	04/30/2024	Shareholder	19	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining Rights	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from an assessment of the company's respect for its employees' right to freedom of association and collective bargaining.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Wells Fargo & Company	04/30/2024	Shareholder	20	Report on Respecting Indigenous Peoples' Rights	Against	For	For	For	A vote FOR this proposal is warranted. The bank and its shareholders are likely to benefit from increased transparency regarding due diligence around Indigenous Peoples' rights in project-related financing and clients' activities, for existing and future business.
Wells Fargo & Company	04/30/2024	Shareholder	21	Issue Audited Report on Climate Transition Policies	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company appears to provide sufficient disclosure around the risks and opportunities associated with its policies and practices related to the energy transition.
Wells Fargo & Company	04/30/2024	Shareholder	22	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted. The company and its shareholders are likely to benefit from a review of how the company's and its trade associations' lobbying positions align with its climate goals.
Wells Fargo & Company	04/30/2024	Shareholder	23	Report on Congruency of Political Spending with Company Values and Priorities	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the company's congruence of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
Wells Fargo & Company	04/30/2024	Shareholder	24	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as greater disclosure would allow shareholders to better evaluate the company's lobbying activities.
Wells Fargo & Company	04/30/2024	Shareholder	25	Report on Risks Related to Discrimination Against Individuals Including Religious/Political Views	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against customers.
Welltower Inc.	05/23/2024	Management	1	Elect Director Kenneth J. Bacon	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2024	Management	2	Elect Director Karen B. DeSalvo	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2024	Management	3	Elect Director Dennis G. Lopez	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2024	Management	4	Elect Director Shankh Mitra	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2024	Management	5	Elect Director Ade J. Patton	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2024	Management	6	Elect Director Diana W. Reid	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2024	Management	7	Elect Director Sergio D. Rivera	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2024	Management	8	Elect Director Johnese M. Spisso	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2024	Management	9	Elect Director Kathryn M. Sullivan	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Welltower Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Welltower Inc.	05/23/2024	Management	12	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Welltower Inc.	05/23/2024	Management	13	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is considered reasonable.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
WESCO International, Inc.	05/23/2024	Management	1	Elect Director John J. Engel	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	2	Elect Director Glynis A. Bryan	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	3	Elect Director Anne M. Cooney	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	4	Elect Director Matthew J. Espe	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	5	Elect Director Bobby J. Griffin	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	6	Elect Director Sundaram "Naga" Nagarajan	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	7	Elect Director Steven A. Raymund	For	For	Withhold	Withhold	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	8	Elect Director James L. Singleton	For	For	Withhold	Withhold	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	9	Elect Director Easwaran Sundaram	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	10	Elect Director Laura K. Thompson	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
WESCO International, Inc.	05/23/2024	Management	12	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
WESCO International, Inc.	05/23/2024	Management	13	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
West Pharmaceutical Services, Inc.	04/23/2024	Management	1	Elect Director Mark A. Buthman	For	For	For	For	Votes AGAINST William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
West Pharmaceutical Services, Inc.	04/23/2024	Management	2	Elect Director William F. Feehery	For	For	Against	Against	Votes AGAINST William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
West Pharmaceutical Services, Inc.	04/23/2024	Management	3	Elect Director Robert F. Friel	For	For	For	For	Votes AGAINST William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
West Pharmaceutical Services, Inc.	04/23/2024	Management	4	Elect Director Eric M. Green	For	For	For	For	Votes AGAINST William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
West Pharmaceutical Services, Inc.	04/23/2024	Management	5	Elect Director Thomas W. Hofmann	For	For	Against	Against	Votes AGAINST William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
West Pharmaceutical Services, Inc.	04/23/2024	Management	6	Elect Director Molly E. Joseph	For	For	For	For	Votes AGAINST William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
West Pharmaceutical Services, Inc.	04/23/2024	Management	7	Elect Director Deborah L. V. Keller	For	For	For	For	Votes AGAINST William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
West Pharmaceutical Services, Inc.	04/23/2024	Management	8	Elect Director Myla P. Lai-Goldman	For	For	For	For	Votes AGAINST William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
West Pharmaceutical Services, Inc.	04/23/2024	Management	9	Elect Director Stephen H. Lockhart	For	For	For	For	Votes AGAINST William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
West Pharmaceutical Services, Inc.	04/23/2024	Management	10	Elect Director Douglas A. Michels	For	For	Against	Against	Votes AGAINST William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
West Pharmaceutical Services, Inc.	04/23/2024	Management	11	Elect Director Paolo Pucci	For	For	For	For	Votes AGAINST William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
West Pharmaceutical Services, Inc.	04/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
West Pharmaceutical Services, Inc.	04/23/2024	Management	13	Eliminate Supermajority Transaction Requirement	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
West Pharmaceutical Services, Inc.	04/23/2024	Management	14	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
West Pharmaceutical Services, Inc.	04/23/2024	Management	15	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
West Pharmaceutical Services, Inc.	04/23/2024	Shareholder	16	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement enhances shareholder rights.
Western Alliance Bancorporation	06/12/2024	Management	1	Elect Director Bruce D. Beach	For	For	Against	Against	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	2	Elect Director Kevin M. Blakely	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	3	Elect Director Juan R. Figueroa	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	4	Elect Director Howard N. Gould	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	5	Elect Director Greta Guggenheim	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	6	Elect Director Christopher A. Halmy	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Western Alliance Bancorporation	06/12/2024	Management	7	Elect Director Mary Chris Jammet	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	8	Elect Director Marianne Boyd Johnson	For	For	Against	Against	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	9	Elect Director Mary Tuuk Kuras	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	10	Elect Director Robert P. Latta	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	11	Elect Director Anthony T. Meola	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	12	Elect Director Bryan K. Segedi	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	13	Elect Director Donald D. Snyder	For	For	Against	Against	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	14	Elect Director Kenneth A. Vecchione	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/12/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Western Alliance Bancorporation	06/12/2024	Management	16	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Western Alliance Bancorporation	06/12/2024	Management	17	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Western Alliance Bancorporation	06/12/2024	Shareholder	18	Report on Overseeing Risks Related to Discrimination Including Religious/Political Views	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against customers.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Western Digital Corporation	05/10/2024	Management	1	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted. The proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
Western Digital Corporation	05/10/2024	Management	2	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST these proposals is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Western Digital Corporation	05/10/2024	Management	3	Amend Charter to Remove Pass-Through Voting Provision	For	For	For	For	A vote FOR this proposal is warranted as it does not appear to adversely impact shareholder rights.
Western Digital Corporation	05/10/2024	Management	4	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST these proposals is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Western Digital Corporation	05/10/2024	Management	5	Adjourn Meeting	For	For	Against	Against	A vote AGAINST this item is warranted, as the underlying amendments in Items 2 and 4 do not warrant support.
Westinghouse Air Brake Technologies Corporation	05/16/2024	Management	1	Elect Director Linda A. Harty	For	For	For	For	Votes AGAINST Brian Hehir are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Westinghouse Air Brake Technologies Corporation	05/16/2024	Management	2	Elect Director Brian P. Hehir	For	For	Against	Against	Votes AGAINST Brian Hehir are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Westinghouse Air Brake Technologies Corporation	05/16/2024	Management	3	Elect Director Beverley A. Babcock	For	For	For	For	Votes AGAINST Brian Hehir are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Westinghouse Air Brake Technologies Corporation	05/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Westinghouse Air Brake Technologies Corporation	05/16/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Westlake Corporation	05/09/2024	Management	1	Elect Director James Y. Chao	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Chao, John Chao and R. Bruce Northcutt are warranted for lack of a majority independent board. WITHHOLD votes for R. Bruce Northcutt are also warranted for serving as a non-independent member of a key board committee. A vote FOR Mark A. McCollum is warranted.
Westlake Corporation	05/09/2024	Management	2	Elect Director John T. Chao	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Chao, John Chao and R. Bruce Northcutt are warranted for lack of a majority independent board. WITHHOLD votes for R. Bruce Northcutt are also warranted for serving as a non-independent member of a key board committee. A vote FOR Mark A. McCollum is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Westlake Corporation	05/09/2024	Management	3	Elect Director Mark A. McCollum	For	For	For	For	WITHHOLD votes for non-independent nominees James Chao, John Chao and R. Bruce Northcutt are warranted for lack of a majority independent board. WITHHOLD votes for R. Bruce Northcutt are also warranted for serving as a non-independent member of a key board committee. A vote FOR Mark A. McCollum is warranted.
Westlake Corporation	05/09/2024	Management	4	Elect Director R. Bruce Northcutt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Chao, John Chao and R. Bruce Northcutt are warranted for lack of a majority independent board. WITHHOLD votes for R. Bruce Northcutt are also warranted for serving as a non-independent member of a key board committee. A vote FOR Mark A. McCollum is warranted.
Westlake Corporation	05/09/2024	Management	5	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Westlake Corporation	05/09/2024	Shareholder	6	Report on Reducing Plastic Pollution of the Oceans	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure on the company's efforts to manage a possible reduction in the demand for virgin plastics and the associated financial repercussions would allow shareholders to better assess the company's related risk management and strategic planning.
WestRock Company	01/26/2024	Management	1	Elect Director Colleen F. Arnold	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/26/2024	Management	2	Elect Director Timothy J. Bernlohr	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/26/2024	Management	3	Elect Director J. Powell Brown	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/26/2024	Management	4	Elect Director Terrell K. Crews	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/26/2024	Management	5	Elect Director Russell M. Currey	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/26/2024	Management	6	Elect Director Suzan F. Harrison	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/26/2024	Management	7	Elect Director Gracia C. Martore	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/26/2024	Management	8	Elect Director James E. Nevels	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/26/2024	Management	9	Elect Director E. Jean Savage	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/26/2024	Management	10	Elect Director David B. Sewell	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/26/2024	Management	11	Elect Director Dmitri L. Stockton	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/26/2024	Management	12	Elect Director Alan D. Wilson	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
WestRock Company	01/26/2024	Management	14	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WestRock Company	06/13/2024	Management	1	Approve Merger Agreement	For	For	For	For	A vote FOR these proposals is considered warranted because: * The transaction is backed by a compelling rationale, and it will deliver at least USD 400 million in synergies; and * Based on historical exchange ratio, the valuation appears reasonable.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
WestRock Company	06/13/2024	Management	2	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. NEOs' potential severance payments are double trigger and not excessive, and no excise tax gross-ups are expected. Further, NEOs' outstanding equity awards will be converted with time-vesting schedules maintained.
WestRock Company	06/13/2024	Management	3	Approve Reduction of the Share Premium Account	For	For	For	For	A vote FOR this resolution is warranted, as no significant concerns have been identified.
WEX Inc.	05/09/2024	Management	1	Elect Director Nancy Altobello	For	For	For	For	Votes AGAINST Jack VanWoerkom and Shikhar Ghosh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/09/2024	Management	2	Elect Director Daniel Callahan	For	For	For	For	Votes AGAINST Jack VanWoerkom and Shikhar Ghosh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/09/2024	Management	3	Elect Director Aimee Cardwell	For	For	For	For	Votes AGAINST Jack VanWoerkom and Shikhar Ghosh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/09/2024	Management	4	Elect Director Shikhar Ghosh	For	For	Against	Against	Votes AGAINST Jack VanWoerkom and Shikhar Ghosh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/09/2024	Management	5	Elect Director James Groch	For	For	For	For	Votes AGAINST Jack VanWoerkom and Shikhar Ghosh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/09/2024	Management	6	Elect Director James (Jim) Neary	For	For	For	For	Votes AGAINST Jack VanWoerkom and Shikhar Ghosh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/09/2024	Management	7	Elect Director Derrick Roman	For	For	For	For	Votes AGAINST Jack VanWoerkom and Shikhar Ghosh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/09/2024	Management	8	Elect Director Melissa D. Smith	For	For	For	For	Votes AGAINST Jack VanWoerkom and Shikhar Ghosh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/09/2024	Management	9	Elect Director Stephen Smith	For	For	For	For	Votes AGAINST Jack VanWoerkom and Shikhar Ghosh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
WEX Inc.	05/09/2024	Management	10	Elect Director Susan Sobbott	For	For	For	For	Votes AGAINST Jack VanWoerkom and Shikhar Ghosh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/09/2024	Management	11	Elect Director Jack VanWoerkom	For	For	Against	Against	Votes AGAINST Jack VanWoerkom and Shikhar Ghosh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
WEX Inc.	05/09/2024	Management	13	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Weyerhaeuser Company	05/10/2024	Management	1	Elect Director Mark A. Emmert	For	For	Against	Against	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/10/2024	Management	2	Elect Director Rick R. Holley	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/10/2024	Management	3	Elect Director Sara Grootwassink Lewis	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/10/2024	Management	4	Elect Director Deidra C. Merriwether	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/10/2024	Management	5	Elect Director Al Monaco	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/10/2024	Management	6	Elect Director James C. O'Rourke	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/10/2024	Management	7	Elect Director Nicole W. Piasecki	For	For	Against	Against	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/10/2024	Management	8	Elect Director Lawrence A. Selzer	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Weyerhaeuser Company	05/10/2024	Management	9	Elect Director Devin W. Stockfish	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/10/2024	Management	10	Elect Director Kim Williams	For	For	Against	Against	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/10/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Weyerhaeuser Company	05/10/2024	Management	12	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Willis Towers Watson Public Limited Company	05/22/2024	Management	1	Elect Director Dame Inga Beale	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/22/2024	Management	2	Elect Director Fumbi Chima	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/22/2024	Management	3	Elect Director Stephen Chipman	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/22/2024	Management	4	Elect Director Michael Hammond	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/22/2024	Management	5	Elect Director Carl Hess	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/22/2024	Management	6	Elect Director Jacqueline Hunt	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/22/2024	Management	7	Elect Director Paul Reilly	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/22/2024	Management	8	Elect Director Michelle Swanback	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/22/2024	Management	9	Elect Director Paul Thomas	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/22/2024	Management	10	Elect Director Fredric Tomczyk	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/22/2024	Management	11	Ratify the Appointment of Deloitte & Touche LLP as Auditor and Deloitte Ireland LLP to audit the Irish Statutory Accounts, and Authorize the Board to Fix Their Remuneration	For	For	For	For	A vote FOR this item is warranted as no issues have been identified regarding the auditor's independence.
Willis Towers Watson Public Limited Company	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Willis Towers Watson Public Limited Company	05/22/2024	Management	13	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	Against	Against	A vote AGAINST Item 4 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 5 is warranted because the proposed amount and duration are within recommended limits.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Willis Towers Watson Public Limited Company	05/22/2024	Management	14	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights	For	For	For	For	A vote AGAINST Item 4 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 5 is warranted because the proposed amount and duration are within recommended limits.
WillScot Mobile Mini Holdings Corp.	06/07/2024	Management	1	Elect Director Mark S. Bartlett	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/07/2024	Management	2	Elect Director Erika T. Davis	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/07/2024	Management	3	Elect Director Gerard E. Holthaus	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/07/2024	Management	4	Elect Director Natalia N. Johnson	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/07/2024	Management	5	Elect Director Erik Olsson	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/07/2024	Management	6	Elect Director Rebecca L. Owen	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/07/2024	Management	7	Elect Director Jeff Sagansky	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/07/2024	Management	8	Elect Director Bradley L. Soultz	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/07/2024	Management	9	Elect Director Michael W. Upchurch	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/07/2024	Management	10	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
WillScot Mobile Mini Holdings Corp.	06/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
WillScot Mobile Mini Holdings Corp.	06/07/2024	Management	12	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Wingstop Inc.	05/23/2024	Management	1	Elect Director Kate S. Lavelle	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Michael Skipworth, Kate Lavelle, and Kilandigalu (Kay) Madati given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Wingstop Inc.	05/23/2024	Management	2	Elect Director Kilandigalu (Kay) M. Madati	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Michael Skipworth, Kate Lavelle, and Kilandigalu (Kay) Madati given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Wingstop Inc.	05/23/2024	Management	3	Elect Director Michael J. Skipworth	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Michael Skipworth, Kate Lavelle, and Kilandigalu (Kay) Madati given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Wingstop Inc.	05/23/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Wingstop Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Wingstop Inc.	05/23/2024	Management	6	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Wingstop Inc.	05/23/2024	Management	7	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
Wingstop Inc.	05/23/2024	Shareholder	8	Report on GHG Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as disclosing GHG emissions and setting emission reduction targets would help the company better align with its peers and address risks related to climate change.
Wintrust Financial Corporation	05/23/2024	Management	1	Elect Director Elizabeth H. Connelly	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	2	Elect Director Timothy S. Crane	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	3	Elect Director Peter D. Crist	For	For	Against	Against	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	4	Elect Director William J. Doyle	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	5	Elect Director Marla F. Glabe	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	6	Elect Director H. Patrick Hackett, Jr.	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	7	Elect Director Scott K. Heitmann	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	8	Elect Director Brian A. Kenney	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	9	Elect Director Deborah L. Hall Lefevre	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	10	Elect Director Suzet M. McKinney	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	11	Elect Director Gregory A. Smith	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Wintrust Financial Corporation	05/23/2024	Management	12	Elect Director Karin Gustafson Teglia	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	13	Elect Director Alex E. Washington, III	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	14	Elect Director Edward J. Wehmer	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/23/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Wintrust Financial Corporation	05/23/2024	Management	16	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Woodward, Inc.	01/24/2024	Management	1	Elect Director Charles P. Blankenship, Jr.	For	For	For	For	Votes AGAINST John Cohn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Woodward, Inc.	01/24/2024	Management	2	Elect Director John D. Cohn	For	For	Against	Against	Votes AGAINST John Cohn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Woodward, Inc.	01/24/2024	Management	3	Elect Director Daniel G. Korte	For	For	For	For	Votes AGAINST John Cohn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Woodward, Inc.	01/24/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Woodward, Inc.	01/24/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Workday, Inc.	06/18/2024	Management	1	Elect Director Aneel Bhusri	For	Against	Against	Against	Votes AGAINST non-independent nominees Aneel Bhusri and Thomas (Tom) Bogan are warranted for lack of a majority independent board. As no governance committee members are on the ballot, votes AGAINST incumbent directors Aneel Bhusri, Thomas (Tom) Bogan, and Lynne Doughtie are warranted for maintaining a dual-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Aneel Bhusri are further warranted as his ownership of the supervoting shares provides him with voting power control of the company.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Workday, Inc.	06/18/2024	Management	2	Elect Director Thomas F. Bogan	For	Against	Against	Against	Votes AGAINST non-independent nominees Aneel Bhusri and Thomas (Tom) Bogan are warranted for lack of a majority independent board. As no governance committee members are on the ballot, votes AGAINST incumbent directors Aneel Bhusri, Thomas (Tom) Bogan, and Lynne Doughtie are warranted for maintaining a dual-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Aneel Bhusri are further warranted as his ownership of the supervoting shares provides him with voting power control of the company.
Workday, Inc.	06/18/2024	Management	3	Elect Director Lynne M. Doughtie	For	Against	Against	Against	Votes AGAINST non-independent nominees Aneel Bhusri and Thomas (Tom) Bogan are warranted for lack of a majority independent board. As no governance committee members are on the ballot, votes AGAINST incumbent directors Aneel Bhusri, Thomas (Tom) Bogan, and Lynne Doughtie are warranted for maintaining a dual-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Aneel Bhusri are further warranted as his ownership of the supervoting shares provides him with voting power control of the company.
Workday, Inc.	06/18/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Workday, Inc.	06/18/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Workday, Inc.	06/18/2024	Management	6	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability to public shareholders.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	1	Elect Director Geoffrey A. Ballotti	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	2	Elect Director Myra J. Biblowit	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	3	Elect Director James E. Buckman	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	4	Elect Director Bruce B. Churchill	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	5	Elect Director Mukul V. Deoras	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	6	Elect Director Stephen P. Holmes	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	7	Elect Director Ronald L. Nelson	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	8	Elect Director Pauline D.E. Richards	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	10	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Wynn Resorts, Limited	05/02/2024	Management	1	Elect Director Betsy S. Atkins	For	For	Withhold	Withhold	WITHHOLD votes for Betsy Atkins are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Wynn Resorts, Limited	05/02/2024	Management	2	Elect Director Paul Liu	For	For	For	For	WITHHOLD votes for Betsy Atkins are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Wynn Resorts, Limited	05/02/2024	Management	3	Elect Director Darnell O. Strom	For	For	For	For	WITHHOLD votes for Betsy Atkins are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Wynn Resorts, Limited	05/02/2024	Management	4	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wynn Resorts, Limited	05/02/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Wynn Resorts, Limited	05/02/2024	Management	6	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Xcel Energy Inc.	05/22/2024	Management	1	Elect Director Megan Burkhart	For	For	For	For	Votes AGAINST Kim Williams, Richard O'Brien and Christopher (Chris) Policinski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/22/2024	Management	2	Elect Director Lynn Casey	For	For	For	For	Votes AGAINST Kim Williams, Richard O'Brien and Christopher (Chris) Policinski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/22/2024	Management	3	Elect Director Bob Frenzel	For	For	For	For	Votes AGAINST Kim Williams, Richard O'Brien and Christopher (Chris) Policinski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/22/2024	Management	4	Elect Director Netha Johnson	For	For	For	For	Votes AGAINST Kim Williams, Richard O'Brien and Christopher (Chris) Policinski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/22/2024	Management	5	Elect Director Patricia Kampling	For	For	For	For	Votes AGAINST Kim Williams, Richard O'Brien and Christopher (Chris) Policinski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/22/2024	Management	6	Elect Director George Kehl	For	For	For	For	Votes AGAINST Kim Williams, Richard O'Brien and Christopher (Chris) Policinski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/22/2024	Management	7	Elect Director Richard O'Brien	For	For	Withhold	Withhold	Votes AGAINST Kim Williams, Richard O'Brien and Christopher (Chris) Policinski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Xcel Energy Inc.	05/22/2024	Management	8	Elect Director Charles Pardee	For	For	For	For	Votes AGAINST Kim Williams, Richard O'Brien and Christopher (Chris) Policinski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/22/2024	Management	9	Elect Director Christopher Policinski	For	For	Withhold	Withhold	Votes AGAINST Kim Williams, Richard O'Brien and Christopher (Chris) Policinski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/22/2024	Management	10	Elect Director James Prokopanko	For	For	For	For	Votes AGAINST Kim Williams, Richard O'Brien and Christopher (Chris) Policinski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/22/2024	Management	11	Elect Director Timothy Welsh	For	For	For	For	Votes AGAINST Kim Williams, Richard O'Brien and Christopher (Chris) Policinski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/22/2024	Management	12	Elect Director Kim Williams	For	For	Withhold	Withhold	Votes AGAINST Kim Williams, Richard O'Brien and Christopher (Chris) Policinski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/22/2024	Management	13	Elect Director Daniel Yohannes	For	For	For	For	Votes AGAINST Kim Williams, Richard O'Brien and Christopher (Chris) Policinski are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Xcel Energy Inc.	05/22/2024	Management	15	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Xcel Energy Inc.	05/22/2024	Management	16	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
XP Inc.	05/24/2024	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	For	In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR this resolution is warranted.
XP Inc.	05/24/2024	Management	2	Elect Director Jose Luiz Acar Pedro	For	For	For	For	Votes AGAINST Guilherme Dias Fernandes Benchimol and Gabriel Klas da Rocha Leal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XP Inc.	05/24/2024	Management	3	Elect Director Oscar Rodriguez Herrero	For	For	For	For	Votes AGAINST Guilherme Dias Fernandes Benchimol and Gabriel Klas da Rocha Leal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
XP Inc.	05/24/2024	Management	4	Elect Director Joao Roberto Goncalves Teixeira	For	For	For	For	Votes AGAINST Guilherme Dias Fernandes Benchimol and Gabriel Klas da Rocha Leal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XP Inc.	05/24/2024	Management	5	Elect Director Melissa Werneck	For	For	For	For	Votes AGAINST Guilherme Dias Fernandes Benchimol and Gabriel Klas da Rocha Leal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XP Inc.	05/24/2024	Management	6	Elect Director Guilherme Dias Fernandes Benchimol	For	Against	Against	Against	Votes AGAINST Guilherme Dias Fernandes Benchimol and Gabriel Klas da Rocha Leal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XP Inc.	05/24/2024	Management	7	Elect Director Bruno Constantino Alexandre dos Santos	For	For	For	For	Votes AGAINST Guilherme Dias Fernandes Benchimol and Gabriel Klas da Rocha Leal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XP Inc.	05/24/2024	Management	8	Elect Director Bernardo Amaral Botelho	For	For	For	For	Votes AGAINST Guilherme Dias Fernandes Benchimol and Gabriel Klas da Rocha Leal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XP Inc.	05/24/2024	Management	9	Elect Director Martin Emiliano Escobari Lifchitz	For	For	For	For	Votes AGAINST Guilherme Dias Fernandes Benchimol and Gabriel Klas da Rocha Leal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XP Inc.	05/24/2024	Management	10	Elect Director Gabriel Klas da Rocha Leal	For	Against	Against	Against	Votes AGAINST Guilherme Dias Fernandes Benchimol and Gabriel Klas da Rocha Leal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	1	Elect Director Brad Jacobs	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	2	Elect Director Jason Aiken	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	3	Elect Director Bella Allaire	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	4	Elect Director J. Wes Frye	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	5	Elect Director Mario Harik	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
XPO, Inc.	05/16/2024	Management	6	Elect Director Michael Jesselson	For	For	Against	Against	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	7	Elect Director Allison Landry	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	8	Elect Director Irene Moshouris	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	9	Elect Director Johnny C. Taylor, Jr.	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/16/2024	Management	10	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
XPO, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
XPO, Inc.	05/16/2024	Management	12	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Xylem Inc.	05/16/2024	Management	1	Elect Director Jeanne Beliveau-Dunn	For	For	For	For	Votes AGAINST Victoria Harker and Jerome Peribere are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/16/2024	Management	2	Elect Director Earl R. Ellis	For	For	For	For	Votes AGAINST Victoria Harker and Jerome Peribere are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/16/2024	Management	3	Elect Director Robert F. Friel	For	For	For	For	Votes AGAINST Victoria Harker and Jerome Peribere are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/16/2024	Management	4	Elect Director Lisa Glatch	For	For	For	For	Votes AGAINST Victoria Harker and Jerome Peribere are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/16/2024	Management	5	Elect Director Victoria D. Harker	For	For	Against	Against	Votes AGAINST Victoria Harker and Jerome Peribere are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/16/2024	Management	6	Elect Director Mark D. Morelli	For	For	For	For	Votes AGAINST Victoria Harker and Jerome Peribere are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Xylem Inc.	05/16/2024	Management	7	Elect Director Jerome A. Peribere	For	For	Against	Against	Votes AGAINST Victoria Harker and Jerome Peribere are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/16/2024	Management	8	Elect Director Matthew F. Pine	For	For	For	For	Votes AGAINST Victoria Harker and Jerome Peribere are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/16/2024	Management	9	Elect Director Lila Tretikov	For	For	For	For	Votes AGAINST Victoria Harker and Jerome Peribere are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/16/2024	Management	10	Elect Director Uday Yadav	For	For	For	For	Votes AGAINST Victoria Harker and Jerome Peribere are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/16/2024	Management	11	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Xylem Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Xylem Inc.	05/16/2024	Management	13	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Yum! Brands, Inc.	05/16/2024	Management	1	Elect Director Paget L. Alves	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/16/2024	Management	2	Elect Director Keith Barr	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/16/2024	Management	3	Elect Director M. Brett Biggs	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/16/2024	Management	4	Elect Director Christopher M. Connor	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/16/2024	Management	5	Elect Director Brian C. Cornell	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Yum! Brands, Inc.	05/16/2024	Management	6	Elect Director Tanya L. Domier	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/16/2024	Management	7	Elect Director Susan Doniz	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/16/2024	Management	8	Elect Director David W. Gibbs	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/16/2024	Management	9	Elect Director Mirian M. Graddick-Weir	For	For	Against	Against	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/16/2024	Management	10	Elect Director Thomas C. Nelson	For	For	Against	Against	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/16/2024	Management	11	Elect Director P. Justin Skala	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/16/2024	Management	12	Elect Director Annie Young-Scriver	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/16/2024	Management	13	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Yum! Brands, Inc.	05/16/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Yum! Brands, Inc.	05/16/2024	Shareholder	15	Comply with World Health Organization Guidelines on Antimicrobial Use Throughout Supply Chains	Against	Against	For	For	A vote FOR this proposal is warranted as there are industry trends towards phasing out usage of antimicrobials in animal-related food production based on evidence that their routine use in food production contributes to the global problem of antibiotic resistance. Additionally, lack of compliance with WHO guidelines could potentially expose the company to both reputational and regulatory risks.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Yum! Brands, Inc.	05/16/2024	Shareholder	16	Strategic Review Regarding Capital Transactions Involving the Brands	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proponent has not demonstrated a compelling case that shareholders would realize greater value with a spin off of Taco Bell, KFC and Pizza Hut, than YUM could deliver by operating as a global brand at this time. Further, there is no evidence to suggest that the board does not consider value-enhancing initiatives.
Zebra Technologies Corporation	05/09/2024	Management	1	Elect Director Satish Dhanasekaran	For	For	For	For	WITHHOLD votes for Ross Manire are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zebra Technologies Corporation	05/09/2024	Management	2	Elect Director Ross W. Manire	For	For	Withhold	Withhold	WITHHOLD votes for Ross Manire are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zebra Technologies Corporation	05/09/2024	Management	3	Elect Director Kenneth B. Miller	For	For	For	For	WITHHOLD votes for Ross Manire are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zebra Technologies Corporation	05/09/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Zebra Technologies Corporation	05/09/2024	Management	5	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zillow Group, Inc.	06/03/2024	Management	1	Elect Director Erik Blachford	For	Against	Against	Against	Votes AGAINST non-independent nominees Erik Blachford and Gordon Stephenson are warranted for lack of a majority independent board. Votes AGAINST Erik Blachford and Gordon Stephenson are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Erik Blachford and Gordon Stephenson are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Zillow Group, Inc.	06/03/2024	Management	2	Elect Director J. William Gurley	For	For	For	For	Votes AGAINST non-independent nominees Erik Blachford and Gordon Stephenson are warranted for lack of a majority independent board. Votes AGAINST Erik Blachford and Gordon Stephenson are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Erik Blachford and Gordon Stephenson are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zillow Group, Inc.	06/03/2024	Management	3	Elect Director Gordon Stephenson	For	Against	Against	Against	Votes AGAINST non-independent nominees Erik Blachford and Gordon Stephenson are warranted for lack of a majority independent board. Votes AGAINST Erik Blachford and Gordon Stephenson are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Erik Blachford and Gordon Stephenson are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Zillow Group, Inc.	06/03/2024	Management	4	Elect Director Claire Cormier Thielke	For	For	For	For	Votes AGAINST non-independent nominees Erik Blachford and Gordon Stephenson are warranted for lack of a majority independent board. Votes AGAINST Erik Blachford and Gordon Stephenson are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Erik Blachford and Gordon Stephenson are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Zillow Group, Inc.	06/03/2024	Management	5	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zillow Group, Inc.	06/03/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	1	Elect Director Christopher B. Begley	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Begley, Ivan Tornos, Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for lack of a majority independent board. Votes AGAINST Christopher Begley, Betsy Bernard, Robert Hagemann and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	2	Elect Director Betsy J. Bernard	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Begley, Ivan Tornos, Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for lack of a majority independent board. Votes AGAINST Christopher Begley, Betsy Bernard, Robert Hagemann and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	3	Elect Director Michael J. Farrell	For	For	For	For	Votes AGAINST non-independent nominees Christopher Begley, Ivan Tornos, Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for lack of a majority independent board. Votes AGAINST Christopher Begley, Betsy Bernard, Robert Hagemann and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	4	Elect Director Robert A. Hagemann	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Begley, Ivan Tornos, Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for lack of a majority independent board. Votes AGAINST Christopher Begley, Betsy Bernard, Robert Hagemann and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	5	Elect Director Arthur J. Higgins	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Begley, Ivan Tornos, Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for lack of a majority independent board. Votes AGAINST Christopher Begley, Betsy Bernard, Robert Hagemann and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	6	Elect Director Maria Teresa (Tessa) Hilado	For	For	For	For	Votes AGAINST non-independent nominees Christopher Begley, Ivan Tornos, Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for lack of a majority independent board. Votes AGAINST Christopher Begley, Betsy Bernard, Robert Hagemann and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	7	Elect Director Syed Jafry	For	For	For	For	Votes AGAINST non-independent nominees Christopher Begley, Ivan Tornos, Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for lack of a majority independent board. Votes AGAINST Christopher Begley, Betsy Bernard, Robert Hagemann and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	8	Elect Director Sreelakshmi Kolli	For	For	For	For	Votes AGAINST non-independent nominees Christopher Begley, Ivan Tornos, Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for lack of a majority independent board. Votes AGAINST Christopher Begley, Betsy Bernard, Robert Hagemann and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	9	Elect Director Louis Shapiro	For	For	For	For	Votes AGAINST non-independent nominees Christopher Begley, Ivan Tornos, Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for lack of a majority independent board. Votes AGAINST Christopher Begley, Betsy Bernard, Robert Hagemann and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	10	Elect Director Ivan Tornos	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Begley, Ivan Tornos, Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for lack of a majority independent board. Votes AGAINST Christopher Begley, Betsy Bernard, Robert Hagemann and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	11	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	13	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Zions Bancorporation, N.A.	04/26/2024	Management	1	Elect Director Maria Contreras-Sweet	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	2	Elect Director Gary L. Crittenden	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	3	Elect Director Suren K. Gupta	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	4	Elect Director Claire A. Huang	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zions Bancorporation, N.A.	04/26/2024	Management	5	Elect Director Vivian S. Lee	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	6	Elect Director Scott J. McLean	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	7	Elect Director Edward F. Murphy	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	8	Elect Director Stephen D. Quinn	For	For	Against	Against	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	9	Elect Director Harris H. Simmons	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	10	Elect Director Aaron B. Skonnard	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	11	Elect Director Barbara A. Yastine	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/26/2024	Management	12	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zions Bancorporation, N.A.	04/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Zions Bancorporation, N.A.	04/26/2024	Management	14	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan administrator may provide loans to exercise awards.
Zions Bancorporation, N.A.	04/26/2024	Shareholder	15	Report on Risks Related to Discrimination Against Individuals Including Religious/Political Views	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company provides adequate disclosures related to its commitment to not discriminate against customers.
Zoetis Inc.	05/22/2024	Management	1	Elect Director Paul M. Bisaro	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Zoetis Inc.	05/22/2024	Management	2	Elect Director Vanessa Broadhurst	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Zoetis Inc.	05/22/2024	Management	3	Elect Director Frank A. D'Amelio	For	For	Against	Against	Votes AGAINST Frank D'Amelio and Gregory Norden are warranted for serving as non-independent members of a key board committee.
Zoetis Inc.	05/22/2024	Management	4	Elect Director Gavin D.K. Hattersley	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Zoetis Inc.	05/22/2024	Management	5	Elect Director Sanjay Khosla	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Zoetis Inc.	05/22/2024	Management	6	Elect Director Antoinette R. Leatherberry	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Zoetis Inc.	05/22/2024	Management	7	Elect Director Michael B. McCallister	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Zoetis Inc.	05/22/2024	Management	8	Elect Director Gregory Norden	For	For	Against	Against	Votes AGAINST Frank D'Amelio and Gregory Norden are warranted for serving as non-independent members of a key board committee.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zoetis Inc.	05/22/2024	Management	9	Elect Director Louise M. Parent	For	For	For	For	A vote FOR governance committee chair Louise Parent is warranted.
Zoetis Inc.	05/22/2024	Management	10	Elect Director Kristin C. Peck	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Zoetis Inc.	05/22/2024	Management	11	Elect Director Willie M. Reed	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Zoetis Inc.	05/22/2024	Management	12	Elect Director Robert W. Scully	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Zoetis Inc.	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.
Zoetis Inc.	05/22/2024	Management	14	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zoetis Inc.	05/22/2024	Management	15	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Zoetis Inc.	05/22/2024	Shareholder	16	Adopt Policy on Improved Majority Voting for Election of Directors	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as there are no recurring issues or company-specific factors at Zoetis that suggest the proponent's more-stringent director resignation policy is necessary at this time.
Zoom Video Communications, Inc.	06/13/2024	Management	1	Elect Director Jonathan Chadwick	For	Withhold	Withhold	Withhold	WITHHOLD votes for Daniel (Dan) Scheinman are warranted for serving as a non-independent member of a key board committee. In the absence of Nominating Committee members on ballot, WITHHOLD votes are warranted for director nominees Jonathan Chadwick, Daniel Scheinman, and Cindy Hoots given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Zoom Video Communications, Inc.	06/13/2024	Management	2	Elect Director Cindy Hoots	For	Withhold	Withhold	Withhold	WITHHOLD votes for Daniel (Dan) Scheinman are warranted for serving as a non-independent member of a key board committee. In the absence of Nominating Committee members on ballot, WITHHOLD votes are warranted for director nominees Jonathan Chadwick, Daniel Scheinman, and Cindy Hoots given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.

B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zoom Video Communications, Inc.	06/13/2024	Management	3	Elect Director Dan Scheinman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Daniel (Dan) Scheinman are warranted for serving as a non-independent member of a key board committee. In the absence of Nominating Committee members on ballot, WITHHOLD votes are warranted for director nominees Jonathan Chadwick, Daniel Scheinman, and Cindy Hoots given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Zoom Video Communications, Inc.	06/13/2024	Management	4	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zoom Video Communications, Inc.	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.
ZoomInfo Technologies Inc.	05/15/2024	Management	1	Elect Director Henry Schuck	For	Withhold	Withhold	Withhold	In the absence of governance committee members on the ballot, WITHHOLD votes are warranted for incumbent director nominees Henry Schuck and Keith Enright given the board's failure to remove, or subject to a sunset requirement, the classified board, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
ZoomInfo Technologies Inc.	05/15/2024	Management	2	Elect Director Keith Enright	For	Withhold	Withhold	Withhold	In the absence of governance committee members on the ballot, WITHHOLD votes are warranted for incumbent director nominees Henry Schuck and Keith Enright given the board's failure to remove, or subject to a sunset requirement, the classified board, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
ZoomInfo Technologies Inc.	05/15/2024	Management	3	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ZoomInfo Technologies Inc.	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Zscaler, Inc.	01/05/2024	Management	1	Elect Director Jagtar (Jay) Chaudhry	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominee Jagtar (Jay) Chaudhry are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Zscaler, Inc.	01/05/2024	Management	2	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.

## B.1.a

State Street Global Advisors - Proxy Vote January through June 2024 - Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zscaler, Inc.	01/05/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Diploma Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Diploma Plc	2	Approve Final Dividend	No	For	For	For	Always vote FOR this proposal.	No	No
Diploma Plc	3	Re-elect David Lowden as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Diploma Plc	4	Re-elect Johnny Thomson as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Diploma Plc	5	Re-elect Chris Davies as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Diploma Plc	6	Re-elect Andy Smith as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Diploma Plc	7	Re-elect Anne Thorburn as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Diploma Plc	8	Elect Jennifer Ward as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Diploma Plc	9	Re-elect Geraldine Huse as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Diploma Plc	10	Re-elect Dean Finch as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Diploma Plc	11	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Diploma Plc	12	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Diploma Plc	13	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
Diploma Plc	14	Authorise Issue of Equity	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Diploma Plc	15	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Diploma Plc	16	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Diploma Plc	17	Authorise Market Purchase of Ordinary Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Diploma Plc	18	Approve Matters Relating to the Dividend Rectification	No	None	For	For	Always vote FOR this proposal.	No	No
Diploma Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	Generally vote FOR this item unless the request is contentious.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Kobe Bussan Co., Ltd.	1.1	Elect Director Numata, Hirokazu	No	For	Against	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:2) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	Yes
Kobe Bussan Co., Ltd.	1.2	Elect Director Tanaka, Yasuhiro	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:2) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Kobe Bussan Co., Ltd.	1.3	Elect Director Kido, Yasuharu	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Kobe Bussan Co., Ltd.	1.4	Elect Director Asami, Kazuo	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Kobe Bussan Co., Ltd.	1.5	Elect Director Nishida, Satoshi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Kobe Bussan Co., Ltd.	1.6	Elect Director Watanabe, Akihito	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Kobe Bussan Co., Ltd.	2.1	Elect Director and Audit Committee Member Masada, Koichi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Kobe Bussan Co., Ltd.	2.2	Elect Director and Audit Committee Member Ieki, Takeshi	No	For	Against	Against	The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (True) The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	Yes	No
Kobe Bussan Co., Ltd.	2.3	Elect Director and Audit Committee Member Nomura, Sachiko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Ringjobing Landbobank A/S	1	Elect Chairman of Meeting	Yes				This is a non-voting item.	No	No
Ringjobing Landbobank A/S	2	Approve Report of Board	No	For	For	For	Always vote FOR this proposal.	No	No
Ringjobing Landbobank A/S	3	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Ringjobing Landbobank A/S	4	Approve Allocation of Income	No	For	For	For	Always vote FOR this proposal.	No	No



## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ringkjobing Landbobank A/S	5	Approve Remuneration Report (Advisory Vote)	No	For	For	For	Vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	6	Approve Remuneration of Directors	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Ringkjobing Landbobank A/S	7	Approve Remuneration Policy	No	For	For	For	While ISS is technically correct, the severance payment CAN be 36 months but it doesn't mean it will. When looking at the total remuneration package, with no incentive programs or option packages, I do not think the possible 36 months stand out as unreasonable or against the interest of shareholders. Therefore my view is to vote for, despite this being against ISS and our own custom recommendation. When I review the ISS recommendation I get the picture they would refer 24 months and an incentive program, which could easily be substantially higher in absolute terms. If the CEO salary was excessive, the picture would be different but given the top class performance it is very reasonable. As for lack of incentives and alignment with shareholders, the CEO owns 10x his pre-tax salary in shares.	No	No
Ringkjobing Landbobank A/S	8	Amend Articles Re: Board-Related	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.1.a	Reelect Claus Dalgaard as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.1.b	Reelect Poul Johnsen Hoj as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.1.c	Reelect Carl Erik Kristensen as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.1.d	Reelect Karsten Madsen as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.1.e	Reelect Bjarne Bjornkjaer Nielsen as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.1.f	Reelect Marianne Oksbjerg as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.1.g	Reelect Yvonne Skagen as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.1.h	Reelect Peer Buch Sorensen as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.1.i	Reelect Dorte Zacho as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.1.j	Reelect John Christian Aasted as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ringkjobing Landbobank A/S	9.1.k	Elect Mattias Manstrup as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.1.l	Elect Tommy Rahbek Nielsen as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.1.m	Elect Birgitte Rom as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.2.a	Reelect Anette Orbaek Andersen as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.2.b	Reelect Dennis Conradsen as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.2.c	Reelect Erik Jensen as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.2.d	Reelect Anne Kaptain as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.2.e	Reelect Jacob Moller as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.2.f	Reelect Lars Moller as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.2.g	Reelect Bente Skjorbaek Olesen as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.2.h	Reelect Karsten Sandal as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.2.i	Reelect Lone Rejkjaer Sollmann as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.2.j	Reelect Egon Sorensen as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	9.2.k	Reelect Lise Kvist Thomsen as Member of Committee of Representatives	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	10	Ratify PricewaterhouseCoopers as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	11	Authorize Share Repurchase Program	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Ringkjobing Landbobank A/S	12.a	Amend Articles: Approve Creation of DKK 5.5 Million Pool of Capital with Preemptive Rights; Approve Creation of DKK 2.7 Million Pool of Capital without Preemptive Rights; Agenda of Annual General Meeting	No	For	For	For	Always vote FOR this proposal.	No	No
Ringkjobing Landbobank A/S	12.b	Approve DKK 784,600 Reduction in Share Capital via Share Cancellation	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ringkjøbing Landbobank A/S	12.c	Authorize Editorial Changes to Adopted Resolutions in Connection with Registration with Danish Authorities	No	For	For	For	Always vote FOR this proposal.	No	No
Qt Group Plc	1	Open Meeting	Yes				This is a non-voting item.	No	No
Qt Group Plc	2	Call the Meeting to Order	Yes				This is a non-voting item.	No	No
Qt Group Plc	3	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	Yes				This is a non-voting item.	No	No
Qt Group Plc	4	Acknowledge Proper Convening of Meeting	Yes				This is a non-voting item.	No	No
Qt Group Plc	5	Prepare and Approve List of Shareholders	Yes				This is a non-voting item.	No	No
Qt Group Plc	6	Receive Financial Statements and Statutory Reports; Receive CEO report	Yes				This is a non-voting item.	No	No
Qt Group Plc	7	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Qt Group Plc	8	Approve Treatment of Net Loss	No	For	For	For	Always vote FOR this proposal.	No	No
Qt Group Plc	9	Approve Discharge of Board and President	No	For	For	For	Always vote FOR this proposal.	No	No
Qt Group Plc	10	Approve Remuneration Report (Advisory Vote)	No	For	Against	Against	A vote AGAINST this item is warranted because the company provides lagged disclosure for half the short-term incentive plan (i.e., the H2 2023 earning period is not treated by the 2023 remuneration report). Furthermore, concerns are noted regarding the lack of retrospective disclosure of targets for the annual bonus and the CEO's notable base salary increase(s) without supporting rationale.	Yes	No
Qt Group Plc	11	Approve Remuneration Policy And Other Terms of Employment For Executive Management	No	For	Against	Against	A vote AGAINST this item is warranted due to a lack of disclosure regarding of short-term bonus criteria, severance terms, and main features of the long-term incentive plans.	Yes	No
Qt Group Plc	12	Approve Monthly Remuneration of Directors in the Amount of EUR 6,000 to Chairman, EUR 4,000 to Vice Chairman and EUR 3,000 to Other Directors; Approve Meeting Fees; Approve Remuneration for Committee Work	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Qt Group Plc	13	Fix Number of Directors at Six	No	For	For	For	Always vote FOR this proposal.	No	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Qt Group Plc	14	Reelect Marika Auramo, Matti Heikkonen, Robert Ingman, Mikko Marsio and Mikko Valimaki as Directors; Elect Elina Anckar as New Director	No	For	Against	For	There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) One or more directors attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse. (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	Yes
Qt Group Plc	15	Approve Remuneration of Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Qt Group Plc	16	Amend Articles Re: Notice of Meeting	No	For	For	For	Always vote FOR this proposal.	No	No
Qt Group Plc	17	Authorize Share Repurchase Program	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Qt Group Plc	18	Approve Issuance of up to 2 Million Shares without Preemptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Qt Group Plc	19	Close Meeting	Yes				This is a non-voting item.	No	No
Safestore Holdings Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Safestore Holdings Plc	2	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
Safestore Holdings Plc	3	Approve Final Dividend	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Safestore Holdings Plc	4	Elect Avis Darzins as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Safestore Holdings Plc	5	Re-elect David Hearn as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Safestore Holdings Plc	6	Re-elect Frederic Vecchioli as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Safestore Holdings Plc	7	Re-elect Andy Jones as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Safestore Holdings Plc	8	Re-elect Jane Bentall as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Safestore Holdings Plc	9	Re-elect Laure Duhot as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Safestore Holdings Plc	10	Re-elect Delphine Mousseau as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Safestore Holdings Plc	11	Re-elect Gert van de Weerdhof as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Safestore Holdings Plc	12	Reappoint Deloitte LLP as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Safestore Holdings Plc	13	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Safestore Holdings Plc	14	Authorise UK Political Donations and Expenditure	No	For	For	For	Always vote FOR this proposal.	No	No
Safestore Holdings Plc	15	Authorise Issue of Equity	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Safestore Holdings Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Safestore Holdings Plc	17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Safestore Holdings Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Safestore Holdings Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	Generally vote FOR this item unless the request is contentious.	No	No
Safestore Holdings Plc	20	Approve Dividend Ratification and Release	No	For	For	For	Always vote FOR this proposal.	No	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Valmet Corp.	1	Open Meeting	Yes				This is a non-voting item.	No	No
Valmet Corp.	2	Call the Meeting to Order	Yes				This is a non-voting item.	No	No
Valmet Corp.	3	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	Yes				This is a non-voting item.	No	No
Valmet Corp.	4	Acknowledge Proper Convening of Meeting	Yes				This is a non-voting item.	No	No
Valmet Corp.	5	Prepare and Approve List of Shareholders	Yes				This is a non-voting item.	No	No
Valmet Corp.	6	Receive Financial Statements and Statutory Reports	Yes				This is a non-voting item.	No	No
Valmet Corp.	7	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Valmet Corp.	8	Approve Allocation of Income and Dividends of EUR 1.35 Per Share	No	For	For	For	Always vote FOR this proposal.	No	No
Valmet Corp.	9	Approve Discharge of Board and President	No	For	For	For	Always vote FOR this proposal.	No	No
Valmet Corp.	10	Approve Remuneration Policy And Other Terms of Employment For Executive Management	No	For	Against	Against	A vote AGAINST this item is warranted due to the presence of an uncapped discretionary mandate in the policy.	Yes	No
Valmet Corp.	11	Approve Remuneration Report (Advisory Vote)	No	For	Against	Against	A vote AGAINST this item is warranted because: - The level of disclosure for STIP and LTIP are below market practice - The performance period for the LTIP is one year for 75 percent of the plan's weight.	Yes	No
Valmet Corp.	12	Approve Remuneration of Directors in the Amount of EUR 150,000 for Chairman, EUR 82,500 for Vice Chairman and EUR 66,000 for Other Directors; Approve Remuneration for Committee Work; Approve Meeting Fees	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Valmet Corp.	13	Fix Number of Directors at Eight	No	For	For	For	Always vote FOR this proposal.	No	No
Valmet Corp.	14	Reelect Mikael Makinen (Chair), Jaakko Eskola (Vice-Chair), Pekka Kempainen, Monika Maurer, Anu Hamalainen and Per Lindberg as Directors; Elect Annareetta Lumme-Timonen and Annika Paasikivi as New Directors	No	For	For	For	There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) One or more directors attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse. (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No
Valmet Corp.	15	Approve Remuneration of Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Valmet Corp.	16	Ratify PricewaterhouseCoopers as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Valmet Corp.	17	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Valmet Corp.	18	Approve Issuance of up to 18.5 Million Shares without Preemptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Valmet Corp.	19	Close Meeting	Yes				This is a non-voting item.	No	No
CareNet, Inc. (Japan)	1	Approve Allocation of Income, with a Final Dividend of JPY 12	No	For	For	For	Always vote FOR this proposal.	No	No
CareNet, Inc. (Japan)	2.1	Elect Director Higuchi, Yosuke	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
CareNet, Inc. (Japan)	2.2	Elect Director Ito, Yoshiki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
CareNet, Inc. (Japan)	3.1	Appoint Statutory Auditor Morohashi, Yoshiro	No	For	For	For	Always vote FOR this proposal.	No	No
CareNet, Inc. (Japan)	3.2	Appoint Statutory Auditor Takahashi, Yukisada	No	For	For	For	Always vote FOR this proposal.	No	No
CareNet, Inc. (Japan)	3.3	Appoint Statutory Auditor Nagai, Norihito	No	For	For	For	Always vote FOR this proposal.	No	No
CareNet, Inc. (Japan)	4	Appoint Alternate Statutory Auditor Nishitani, Tsuyoshi	No	For	For	For	Always vote FOR this proposal.	No	No
Integral Corp.	1	Amend Articles to Abolish Board Structure with Statutory Auditors - Adopt Board Structure with Audit Committee - Amend Provisions on Number of Directors - Authorize Directors to Execute Day to Day Operations without Full Board Approval	No	For	For	For	Vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Integral Corp.	2.1	Elect Director Yamamoto, Reijiro	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Integral Corp.	2.2	Elect Director Hemmi, Yoshihiro	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Integral Corp.	2.3	Elect Director Mizutani, Kensaku	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Integral Corp.	2.4	Elect Director Nakata, Makiko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Integral Corp.	2.5	Elect Director Tomita, Masaru	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Integral Corp.	3.1	Elect Director and Audit Committee Member Takeuchi, Hirotaka	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Integral Corp.	3.2	Elect Director and Audit Committee Member Kushida, Masaaki	No	For	Against	Against	The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (True) The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) JISS recommends to vote against this item because of poor performance. (False)	Yes	No
Integral Corp.	3.3	Elect Director and Audit Committee Member Mitsuhashi, Masataka	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Integral Corp.	4.1	Elect Alternate Director and Audit Committee Member Tomita, Masaru	No	For	For	For	Always vote FOR this proposal.	No	No
Integral Corp.	4.2	Elect Alternate Director and Audit Committee Member Yamazaki, Yasutsugu	No	For	For	For	Always vote FOR this proposal.	No	No
Integral Corp.	5	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Integral Corp.	6	Approve Compensation Ceiling for Directors Who Are Audit Committee Members	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
DMG MORI CO., LTD.	1	Approve Allocation of Income, with a Final Dividend of JPY 50	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
DMG MORI CO., LTD.	2.1	Elect Director Mori, Masahiko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
DMG MORI CO., LTD.	2.2	Elect Director Tamai, Hiroaki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
DMG MORI CO., LTD.	2.3	Elect Director Kobayashi, Hirotake	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
DMG MORI CO., LTD.	2.4	Elect Director Fujishima, Makoto	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
DMG MORI CO., LTD.	2.5	Elect Director James Nudo	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
DMG MORI CO., LTD.	2.6	Elect Director Alfred Geibler	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
DMG MORI CO., LTD.	2.7	Elect Director Irene Bader	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
DMG MORI CO., LTD.	2.8	Elect Director Mitachi, Takashi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
DMG MORI CO., LTD.	2.9	Elect Director Nakajima, Makoto	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
DMG MORI CO., LTD.	2.10	Elect Director Watanabe, Hiroko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
DMG MORI CO., LTD.	2.11	Elect Director Mitsuishi, Mamoru	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
DMG MORI CO., LTD.	2.12	Elect Director Kawai, Eriko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Nakanishi, Inc.	1	Approve Allocation of Income, with a Final Dividend of JPY 26	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nakanishi, Inc.	2.1	Elect Director Nakanishi, Eiichi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:3) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Nakanishi, Inc.	2.2	Elect Director Nakanishi, Kensuke	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:3) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Nakanishi, Inc.	2.3	Elect Director Suzuki, Masataka	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nakanishi, Inc.	2.4	Elect Director Nonagase, Yuji	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Nakanishi, Inc.	2.5	Elect Director Araki, Yukiko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Nakanishi, Inc.	2.6	Elect Director Shiomi, Chika	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Nakanishi, Inc.	3	Appoint Statutory Auditor Maki, Yoshihiro	No	For	For	For	Always vote FOR this proposal.	No	No
TRYT, Inc.	1	Amend Articles to Authorize Share Buybacks at Board's Discretion - Authorize Board to Determine Income Allocation	No	For	Against	Against	A vote AGAINST this proposal is warranted because: - It is not in shareholders' interest to allow the company to determine income allocation at the board's discretion.	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
TRYT, Inc.	2.1	Elect Director Izutsu, Hiroyuki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
TRYT, Inc.	2.2	Elect Director Sasai, Hidetaka	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:3) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
TRYT, Inc.	2.3	Elect Director Nishimoto, Goro	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No



## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
TRYT, Inc.	2.4	Elect Director Hara, Takanobu	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
TRYT, Inc.	2.5	Elect Director Ono, Maiko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
TRYT, Inc.	3	Appoint Alternate Statutory Auditor Iida, Masaru	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	1	Open Meeting	Yes				This is a non-voting item.	No	No
Fortnox AB	2	Elect Chairman of Meeting	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	3	Prepare and Approve List of Shareholders	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	4	Approve Agenda of Meeting	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	5	Designate Inspector(s) of Minutes of Meeting	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	6	Acknowledge Proper Convening of Meeting	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	7	Receive CEO's Report	Yes				This is a non-voting item.	No	No
Fortnox AB	8	Receive Financial Statements and Statutory Reports	Yes				This is a non-voting item.	No	No
Fortnox AB	9.a	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	9.b	Approve Allocation of Income and Dividends of SEK 0.20 Per Share	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	9c.1	Approve Discharge of Board Chairman Olof Hallrup	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	9c.2	Approve Discharge of Anna Frick	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	9c.3	Approve Discharge of Lena Glader	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Fortnox AB	9c.4	Approve Discharge of Magnus Gudehn	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	9c.5	Approve Discharge of Per Bertland	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	9.c.6	Approve Discharge CEO of Tommy Eklund	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	10.1	Determine Number of Members (5) and Deputy Members (0) of Board	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	10.2	Determine Number of Auditors (1)	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	11.1	Approve Remuneration of Directors in the Amount of SEK 755,000 to Chairman and 325,000 to Other Directors; Approve Remuneration for Committee Work	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Fortnox AB	11.2	Approve Remuneration of Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	12.1	Reelect Anna Frick as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Fortnox AB	12.2	Reelect Magnus Gudehn as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Fortnox AB	12.3	Reelect Olof Hallrup as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Fortnox AB	12.4	Reelect Olof Hallrup as Board Chair	No	For	For	For	The names and occupations or affiliations of nominees are not provided (False). There have been questionable transactions with conflicts of interest in the past (False). There are records of abuses against minority shareholder interests (False). There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities (False). The company failed to disclose adequate information on this proposal (False).	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Fortnox AB	12.5	Reelect Lena Glader as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Fortnox AB	12.6	Reelect Per Bertland as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Fortnox AB	12.7	Ratify KPMG as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Fortnox AB	13	Authorize Chairman of the Board and Representatives of Three of Company's Largest Shareholders to Serve on Nominating Committee	No	For	For	For	[No Guidelines] Vote case-by-case on this proposal.	No	No
Fortnox AB	14	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Fortnox AB	15.A	Approve Share Savings Program 2024	No	For	For	For	Plan awards lack performance conditions. (False) The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.11) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:0.11) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than '100%' of the full fair market value. (False:100) The performance period or vesting period for options is less than '3' years. (False:3)	No	No
Fortnox AB	15.B	Approve Equity Plan Financing Through Repurchase of Own Shares	No	For	For	For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Fortnox AB	15.C	Approve Equity Plan Financing Through Transfer of Own Shares	No	For	For	For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No
Fortnox AB	15.D	Approve Transfer of Own Shares	No	For	For	For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Fortnox AB	15.E	Approve Third Party Swap Agreement as Alternative Equity Plan Financing	No	For	For	For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No
Fortnox AB	16	Approve Issuance of up to 10 Percent of Share Capital without Preemptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Fortnox AB	17	Close Meeting	Yes				This is a non-voting item.	No	No
Saab AB	1	Elect Chairman of Meeting	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	2	Prepare and Approve List of Shareholders	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	3	Approve Agenda of Meeting	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	4	Designate Inspector(s) of Minutes of Meeting	Yes				This is a non-voting item.	No	No
Saab AB	5	Acknowledge Proper Convening of Meeting	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	6	Receive Financial Statements and Statutory Reports	Yes				This is a non-voting item.	No	No
Saab AB	7	Receive President's Report	Yes				This is a non-voting item.	No	No
Saab AB	8.a	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.b	Approve Allocation of Income and Dividends of SEK 6.40 Per Share	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c1	Approve Discharge of Lena Erixon	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c2	Approve Discharge of Henrik Henriksson	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c3	Approve Discharge of Micael Johansson	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c4	Approve Discharge of Danica Kragic Jensfelt	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c5	Approve Discharge of Sara Mazur	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c6	Approve Discharge of Johan Menckel	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c7	Approve Discharge of Daniel Nodhall	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c8	Approve Discharge of Bert Nordberg	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c9	Approve Discharge of Erika Soderberg Johnson	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c10	Approve Discharge of Sebastian Tham	No	For	For	For	Always vote FOR this proposal.	No	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	8.c11	Approve Discharge of Marcus Wallenberg	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c12	Approve Discharge of Joakim Westh	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c13	Approve Discharge of Goran Andersson	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c14	Approve Discharge of Stefan Andersson	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c15	Approve Discharge of Magnus Gustafsson	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c16	Approve Discharge of Robert Hellgren	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c17	Approve Discharge of Conny Holm	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c18	Approve Discharge of Tina Mikkelsen	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c19	Approve Discharge of Patrik Myren	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c20	Approve Discharge of Lars Svensson	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	8.c21	Approve Discharge of CEO Micael Johansson	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	9.1	Determine Number of Members (11) and Deputy Members (0) of Board	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	9.2	Determine Number of Auditors (1) and Deputy Auditors (0)	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	10.1	Approve Remuneration of Directors in the Amount of SEK 2.25 Million to Chairman, SEK 850,000 for Vice Chairman and SEK 740,000 for Other Directors; Approve Remuneration for Committee Work	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Saab AB	10.2	Approve Remuneration of Auditors	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	11.a	Elect Anders Ynnerman as New Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	11.b	Reelect Lena Erixon as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	11.c	Reelect Henrik Henriksson as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	11.d	Reelect Micael Johansson as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	11.e	Reelect Danica Kragic Jensfelt as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	11.f	Reelect Johan Menckel as Director	No	For	Against	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	11.g	Reelect Bert Nordberg as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	11.h	Reelect Erika Soderberg Johnson as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	11.i	Reelect Sebastian Tham as Director	No	For	Against	Against	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	11.j	Reelect Marcus Wallenberg as Director	No	For	Against	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	11.k	Reelect Joakim Westh as Director	No	For	Against	Against	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No
Saab AB	11.l	Reelect Marcus Wallenberg as Board Chair	No	For	Against	For	The names and occupations or affiliations of nominees are not provided (False). There have been questionable transactions with conflicts of interest in the past (False). There are records of abuses against minority shareholder interests (False). There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities (False). The company failed to disclose adequate information on this proposal (False).	No	Yes
Saab AB	12	Ratify PricewaterhouseCoopers as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Saab AB	13	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	14.a	Approve 2025 Share Matching Plan for All Employees; Approve 2025 Performance Share Program for Key Employees; Approve Special Projects 2025 Incentive Plan	No	For	Against	For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.82) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:3.33) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3.0) Plan awards lack performance conditions. (False)	No	Yes
Saab AB	14.b	Approve Equity Plan Financing	No	For	Against	For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	Yes
Saab AB	14.c	Approve Third Party Swap Agreement as Alternative Equity Plan Financing	No	For	Against	For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	Yes
Saab AB	15.a	Authorize Share Repurchase Program	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Saab AB	15.b	Authorize Reissuance of Repurchased Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Saab AB	15.c	Approve Transfer of Shares for Previous Year's Incentive Programs	No	For	For	For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No
Saab AB	16	Approve 4:1 Stock Split; Amend Articles: Set Minimum (450 Million) and Maximum (1.8 Billion) Number of Shares	No	For	For	For	The company failed to disclose adequate information on this proposal. (False)	No	No
Saab AB	17	Close Meeting	Yes				This is a non-voting item.	No	No
Viscofan SA	1	Approve Standalone Financial Statements	No	For	For	For	Always vote FOR this proposal.	No	No
Viscofan SA	2	Approve Consolidated Financial Statements	No	For	For	For	Always vote FOR this proposal.	No	No
Viscofan SA	3	Approve Non-Financial Information Statement	No	For	For	For	[No Guidelines] Vote case-by-case on this proposal.	No	No
Viscofan SA	4	Approve Discharge of Board	No	For	For	For	Always vote FOR this proposal.	No	No
Viscofan SA	5	Approve Allocation of Income and Dividends	No	For	For	For	Always vote FOR this proposal.	No	No
Viscofan SA	6	Approve Scrip Dividends	No	For	For	For	Always vote FOR this proposal.	No	No
Viscofan SA	7	Approve Scrip Dividends	No	For	For	For	Always vote FOR this proposal.	No	No
Viscofan SA	8	Approve Reduction in Share Capital via Amortization of Treasury Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Viscofan SA	9	Renew Appointment of PricewaterhouseCoopers as Auditor	No	For	For	For	Always vote FOR this proposal.	No	No
Viscofan SA	10	Fix Number of Directors at 10	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Viscofan SA	11	Reelect Santiago Domecq Bohorquez as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False:1) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Viscofan SA	12	Ratify Appointment of and Elect Veronica Pascual Boe as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False:3) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Viscofan SA	13	Advisory Vote on Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
Viscofan SA	14	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	Always vote FOR this proposal.	No	No
Siegfried Holding AG	1.1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Siegfried Holding AG	1.2	Approve Non-Financial Report	No	For	For	For	[No Guidelines] Vote case-by-case on this proposal.	No	No
Siegfried Holding AG	2.1	Approve CHF 16.2 Million Reduction in Share Capital via Reduction of Nominal Value and Repayment of CHF 3.60 per Share	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Siegfried Holding AG	2.2	Approve Creation of Capital Band within the Upper Limit of CHF 54.6 Million and the Lower Limit of CHF 49.6 Million with or without Exclusion of Preemptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Siegfried Holding AG	3	Approve Creation of CHF 2.5 Million Pool of Conditional Capital for Employee Equity Plans	No	For	For	For	The plan allows employees to purchase stock at less than '75%' of the full fair market value. (False)	No	No
Siegfried Holding AG	4	Approve Discharge of Board of Directors	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Siegfried Holding AG	5.1	Approve Remuneration Report (Non-Binding)	No	For	Against	Against	A vote AGAINST the remuneration report is warranted because: - There are inadequate ex-post disclosures provided to explain performance achievements underlying variable payouts for the year. - Under the STI, a new ESG/strategy metric was introduced although it is not clear what performance is assessed or how it is assessed. - The remuneration report does not disclose a direct response to shareholder dissent on the prior vote.	Yes	No
Siegfried Holding AG	5.2	Approve Remuneration of Directors in the Amount of CHF 1.9 Million	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Siegfried Holding AG	5.3.1	Approve Fixed Remuneration of Executive Committee in the Amount of CHF 4.8 Million	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Siegfried Holding AG	5.3.2	Approve Short-Term Performance-Based Remuneration of Executive Committee in the Amount of CHF 2.8 Million	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Siegfried Holding AG	5.3.3	Approve Long-Term Performance-Based Remuneration of Executive Committee in the Amount of CHF 5.9 Million	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Siegfried Holding AG	6.1.1	Reelect Alexandra Brand as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Siegfried Holding AG	6.1.2	Reelect Elodie Carr-Cingari as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Siegfried Holding AG	6.1.3	Reelect Isabelle Welton as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Siegfried Holding AG	6.1.4	Reelect Wolfram Carius as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Siegfried Holding AG	6.1.5	Reelect Andreas Casutt as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Siegfried Holding AG	6.1.6	Reelect Martin Schmid as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Siegfried Holding AG	6.1.7	Reelect Beat Walti as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Siegfried Holding AG	6.2	Reelect Andreas Casutt as Board Chair	No	For	For	For	The names and occupations or affiliations of nominees are not provided (False). There have been questionable transactions with conflicts of interest in the past (False). There are records of abuses against minority shareholder interests (False). There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities (False). The company failed to disclose adequate information on this proposal (False).	No	No
Siegfried Holding AG	6.3.1	Reappoint Isabelle Welton as Member of the Compensation Committee	No	For	For	For	Always vote FOR this proposal.	No	No
Siegfried Holding AG	6.3.2	Reappoint Martin Schmid as Member of the Compensation Committee	No	For	For	For	Always vote FOR this proposal.	No	No
Siegfried Holding AG	6.3.3	Reappoint Beat Walti as Member of the Compensation Committee	No	For	For	For	Always vote FOR this proposal.	No	No
Siegfried Holding AG	7	Designate Rolf Freiermuth as Independent Proxy	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Siegfried Holding AG	8	Ratify PricewaterhouseCoopers AG as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Siegfried Holding AG	9	Transact Other Business (Voting)	No	For	Against	For	Always vote FOR this proposal.	No	Yes
Acerinox SA	1	Approve Consolidated and Standalone Financial Statements	No	For	For	For	Always vote FOR this proposal.	No	No
Acerinox SA	2	Approve Non-Financial Information Statement	No	For	For	For	[No Guidelines] Vote case-by-case on this proposal.	No	No
Acerinox SA	3	Approve Allocation of Income and Dividends	No	For	For	For	Always vote FOR this proposal.	No	No
Acerinox SA	4	Approve Discharge of Board	No	For	For	For	Always vote FOR this proposal.	No	No
Acerinox SA	5	Renew Appointment of PricewaterhouseCoopers as Auditor	No	For	For	For	Always vote FOR this proposal.	No	No
Acerinox SA	6	Authorize Increase in Capital up to 50 Percent via Issuance of Equity or Equity-Linked Securities, Excluding Preemptive Rights of up to 10 Percent	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Acerinox SA	7	Authorize Share Repurchase Program	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Acerinox SA	8	Advisory Vote on Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
Acerinox SA	9.1	Amend Article 24 Re: Board Positions	No	For	For	For	Always vote FOR this proposal.	No	No
Acerinox SA	9.2	Amend Article 25 Re: Director Remuneration	No	For	For	For	Always vote FOR this proposal.	No	No
Acerinox SA	10	Approve Remuneration Policy	No	For	For	For	Vote FOR this proposal.	No	No
Acerinox SA	11	Receive Amendments to Board of Directors Regulations	Yes				This is a non-voting item.	No	No
Acerinox SA	12	Authorize Share Repurchase Program and Reissuance of Repurchased Shares to Service Long-Term Incentive Plan	No	For	For	For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No
Acerinox SA	13	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	Always vote FOR this proposal.	No	No
Acerinox SA	14	Receive Chairman Report on Updates of Company's Corporate Governance	Yes				This is a non-voting item.	No	No
Acerinox SA	15	Receive Chairman Report on Updates Related to Sustainability and Climate Change	Yes				This is a non-voting item.	No	No
Topdanmark A/S	1	Receive Report of Board	Yes				This is a non-voting item.	No	No
Topdanmark A/S	2	Receive Financial Statements and Statutory Reports	Yes				This is a non-voting item.	No	No
Topdanmark A/S	3	Accept Financial Statements and Statutory Reports; Approve Allocation of Income and Dividends of DKK 11.50 Per Share	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Topdanmark A/S	4	Approve Remuneration Report (Advisory Vote)	No	For	For	For	Vote FOR this proposal.	No	No
Topdanmark A/S	5.a	Approve Indemnification of Members of the Board of Directors	No	For	For	For	Always vote FOR this proposal.	No	No
Topdanmark A/S	5.b	Approve Remuneration Policy	No	For	For	For	Vote FOR this proposal.	No	No
Topdanmark A/S	5.c	Approve Remuneration of Directors	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Topdanmark A/S	6.a	Reelect Maria Hjorth as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Topdanmark A/S	6.b	Reelect Cristina Lage as Director	No	For	For	For	<p>The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Topdanmark A/S	6.c	Reelect Morten Thorsrud as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Topdanmark A/S	6.d	Reelect Kjell Rune Tveita as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Topdanmark A/S	6.e	Reelect Ricard Wennerklint as Director	No	For	Abstain	Abstain	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Topdanmark A/S	6.f	Reelect Jens Aalose as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Topdanmark A/S	7.a	Ratify Deloitte as Auditors and Authorized Sustainability Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Topdanmark A/S	8	Other Business	Yes				This is a non-voting item.	No	No
Amplifon SpA	1.1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Amplifon SpA	1.2	Approve Allocation of Income	No	For	For	For	Always vote FOR this proposal.	No	No
Amplifon SpA	2	Approve Remuneration of Directors	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Amplifon SpA	3.1.1	Slate 1 Submitted by Ampliter Srl	No	None	Against	Against		No	No
Amplifon SpA	3.1.2	Slate 2 Submitted by Institutional Investors (Assogestioni)	No	None	For	For		No	No
Amplifon SpA	3.2	Approve Internal Auditors' Remuneration	No	None	For	For	Always vote FOR this proposal.	No	No
Amplifon SpA	4.1	Approve Remuneration Policy	No	For	Against	Against	This item warrants a vote AGAINST because termination payments can be in excess of 24 months' pay.	Yes	No
Amplifon SpA	4.2	Approve Second Section of the Remuneration Report	No	For	Against	Against	This item warrants a vote AGAINST because the company provides insufficient retrospective disclosure on its variable incentive schemes.	Yes	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Amplifon SpA	5	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
FinecoBank SpA	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
FinecoBank SpA	2	Approve Allocation of Income	No	For	For	For	Always vote FOR this proposal.	No	No
FinecoBank SpA	3	Approve Remuneration Policy	No	For	For	For	A vote FOR this item is warranted because the proposed remuneration policy is well described and does not contravene good European executive remuneration practice.	No	No
FinecoBank SpA	4	Approve Second Section of the Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
FinecoBank SpA	5	Approve 2024 Incentive System for Employees	No	For	For	For	Always vote FOR this proposal.	No	No
FinecoBank SpA	6	Approve 2024-2026 Long Term Incentive Plan for Employees	No	For	For	For	Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False) The performance period or vesting period for restricted stock grants is less than '3' years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No
FinecoBank SpA	7	Approve 2024 Incentive System for Personal Financial Advisors	No	For	For	For	Always vote FOR this proposal.	No	No
FinecoBank SpA	8	Authorize Share Repurchase Program and Reissuance of Repurchased Shares to Service 2024 Incentive System for Personal Financial Advisors	No	For	For	For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
FinecoBank SpA	1	Authorize Board to Increase Capital to Service 2024 Incentive System for Employees	No	For	For	For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No
FinecoBank SpA	2	Authorize Board to Increase Capital to Service 2023 Incentive System	No	For	For	For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
FinecoBank SpA	3	Authorize Board to Increase Capital to Service 2024-2026 Long Term Incentive Plan	No	For	For	For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No
Dalata Hotel Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Dalata Hotel Group Plc	2	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
Dalata Hotel Group Plc	3	Approve Final Dividend	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Dalata Hotel Group Plc	4a	Re-elect John Hennessy as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Dalata Hotel Group Plc	4b	Re-elect Dermot Crowley as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Dalata Hotel Group Plc	4c	Re-elect Elizabeth McMeikan as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Dalata Hotel Group Plc	4d	Re-elect Cathriona Hallahan as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Dalata Hotel Group Plc	4e	Re-elect Gervaise Slowey as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Dalata Hotel Group Plc	4f	Re-elect Shane Casserly as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Dalata Hotel Group Plc	4g	Re-elect Carol Phelan as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Dalata Hotel Group Plc	4h	Elect Jon Mortimore as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Dalata Hotel Group Plc	5	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Dalata Hotel Group Plc	6	Authorise Issue of Equity	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Dalata Hotel Group Plc	7	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Dalata Hotel Group Plc	8	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Dalata Hotel Group Plc	9	Authorise Market Purchase of Ordinary Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Dalata Hotel Group Plc	10	Authorise Re-allotment of Treasury Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Dalata Hotel Group Plc	11	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	Generally vote FOR this item unless the request is contentious.	No	No
Dalata Hotel Group Plc	12	Amend Articles of Constitution to Increase in the Maximum Number of Directors to Twelve	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Huhtamaki Oyj	1	Open Meeting	Yes				This is a non-voting item.	No	No
Huhtamaki Oyj	2	Call the Meeting to Order	Yes				This is a non-voting item.	No	No
Huhtamaki Oyj	3	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	Yes				This is a non-voting item.	No	No
Huhtamaki Oyj	4	Acknowledge Proper Convening of Meeting	Yes				This is a non-voting item.	No	No
Huhtamaki Oyj	5	Prepare and Approve List of Shareholders	Yes				This is a non-voting item.	No	No
Huhtamaki Oyj	6	Receive Financial Statements and Statutory Reports	Yes				This is a non-voting item.	No	No
Huhtamaki Oyj	7	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Huhtamaki Oyj	8	Approve Allocation of Income and Dividends of EUR 1.05 Per Share	No	For	For	For	Always vote FOR this proposal.	No	No
Huhtamaki Oyj	9	Approve Discharge of Board and President	No	For	For	For	Always vote FOR this proposal.	No	No
Huhtamaki Oyj	10	Approve Remuneration Report (Advisory Vote)	No	For	For	For	Vote FOR this proposal.	No	No
Huhtamaki Oyj	11	Approve Remuneration of Directors in the Amount of EUR 175,000 for Chairman, EUR 82,000 for Vice Chairman and EUR 67,000 for Other Directors; Approve Remuneration for Committee Work; Approve Meeting Fees	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Huhtamaki Oyj	12	Fix Number of Directors at Eight	No	For	For	For	Always vote FOR this proposal.	No	No
Huhtamaki Oyj	13	Reelect Mercedes Alonso, Doug Baillie, Anja Korhonen, Pauline Lindwall, Kerttu Tuomas (Vice Chair), Pekka Vauramo (Chair) and Ralf K. Wunderlich as Directors; Elect Robert K. Beckler as New Director	No	For	Against	For	There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) One or more directors attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse. (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	Yes
Huhtamaki Oyj	14	Approve Remuneration of Auditor	No	For	For	For	Always vote FOR this proposal.	No	No
Huhtamaki Oyj	15	Ratify KPMG OY Ab as Auditor	No	For	For	For	Always vote FOR this proposal.	No	No
Huhtamaki Oyj	16	Authorize Share Repurchase Program	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Huhtamaki Oyj	17	Approve Issuance of up to 10 Million Shares without Preemptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Huhtamaki Oyj	18	Close Meeting	Yes				This is a non-voting item.	No	No
Arcos Dorados Holdings Inc.	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Arcos Dorados Holdings Inc.	2	Ratify E&Y (Pistrelli, Henry Martin y Asociados S.R.L., member firm of Ernst & Young Global) as Auditors and Authorise Their Remuneration	No	For	Against	For	Always vote FOR this proposal.	No	Yes
Arcos Dorados Holdings Inc.	3.1	Elect Director Woods Staton	No	For	Withhold	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Arcos Dorados Holdings Inc.	3.2	Elect Director Sergio Alonso	No	For	Withhold	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Arcos Dorados Holdings Inc.	3.3	Elect Director Francisco Staton	No	For	Withhold	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes
Interpump Group SpA	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Interpump Group SpA	2	Receive Consolidated Financial Statements and Statutory Reports (Non-Voting)	Yes				This is a non-voting item.	No	No
Interpump Group SpA	3	Approve Allocation of Income	No	For	For	For	Always vote FOR this proposal.	No	No
Interpump Group SpA	4	Approve Second Section of the Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
Interpump Group SpA	5	Approve Remuneration of Directors	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Interpump Group SpA	6	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Verallia SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No
Verallia SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No
Verallia SA	3	Approve Allocation of Income and Dividends of EUR 2.15 per Share	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Verallia SA	4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	No	For	For	For	Always vote FOR this proposal.	No	No
Verallia SA	5	Reelect Marie-Jose Donsion as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Verallia SA	6	Reelect Pierre Vareille as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Verallia SA	7	Appoint PricewaterhouseCoopers Audit as Authorized Sustainability Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Verallia SA	8	Appoint BM&A as Authorized Sustainability Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Verallia SA	9	Approve Remuneration Policy of Chairman of the Board	No	For	For	For	Vote FOR this proposal.	No	No
Verallia SA	10	Approve Remuneration Policy of CEO	No	For	For	For	Vote FOR this proposal.	No	No
Verallia SA	11	Approve Remuneration Policy of Directors	No	For	For	For	Vote FOR this proposal.	No	No
Verallia SA	12	Approve Compensation of Michel Giannuzzi, Chairman of the Board	No	For	For	For	Vote FOR this proposal.	No	No
Verallia SA	13	Approve Compensation of Patrice Lucas, CEO	No	For	For	For	Vote FOR this proposal.	No	No
Verallia SA	14	Approve Compensation Report of Corporate Officers	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Verallia SA	15	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Verallia SA	16	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Verallia SA	17	Authorize Capitalization of Reserves of Up to EUR 82 Million for Bonus Issue or Increase in Par Value	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Verallia SA	18	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 206 Million	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Verallia SA	19	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights, with a Binding Priority Right up to Aggregate Nominal Amount of EUR 82 Million	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Verallia SA	20	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 40 Million	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Verallia SA	21	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 40 Million	No	For	For	For	The maximum number of shares to be issued is not disclosed. (False) The shares can be used as a takeover defense. (False) The board can set the rights//terms of the shares at issuance. (False) The shares have superior voting rights. (False) The stock that could be issued represent more than '20% of the current outstanding shares. (False:9.80) The company failed to disclose adequate information on this proposal. (False)	No	No
Verallia SA	22	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	No	For	For	Against	Issuances without preemptive rights are not supported.	Yes	Yes
Verallia SA	23	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 18-21	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Verallia SA	24	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Verallia SA	25	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	For	The plan allows employees to purchase stock at less than '75% of the full fair market value. (False:80.00)	No	No
Verallia SA	26	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees and Corporate Officers of International Subsidiaries	No	For	For	For	The plan allows employees to purchase stock at less than '75% of the full fair market value. (False:80.00)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Verallia SA	27	Authorize up to 0.5 Percent of Issued Capital for Use in Restricted Stock Plans Reserved for Key Employees and Corporate Officers With Performance Conditions Attached	No	For	For	For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.50) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:1.30) Plan awards lack performance conditions. (False) The performance period or vesting period for restricted stock grants is less than '3' years. (False)	No	No
Verallia SA	28	Authorize Filing of Required Documents/Other Formalities	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	1	Open Meeting	Yes				This is a non-voting item.	No	No
Nordnet AB	2	Elect Chairman of Meeting	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	3	Prepare and Approve List of Shareholders	Yes				This is a non-voting item.	No	No
Nordnet AB	4	Designate Inspector(s) of Minutes of Meeting	Yes				This is a non-voting item.	No	No
Nordnet AB	5	Acknowledge Proper Convening of Meeting	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	6	Approve Agenda of Meeting	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	7	Receive Chairman's Report	Yes				This is a non-voting item.	No	No
Nordnet AB	8	Receive CEO's Report	Yes				This is a non-voting item.	No	No
Nordnet AB	9	Receive Financial Statements and Statutory Reports	Yes				This is a non-voting item.	No	No
Nordnet AB	10	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	11	Approve Allocation of Income and Dividends of SEK 7.20 Per Share	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	12.a	Approve Discharge of Anna Back	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	12.b	Approve Discharge of Charlotta Nilsson	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	12.c	Approve Discharge of Tom Dinkelspiel	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	12.d	Approve Discharge of Karitha Ericson	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	12.e	Approve Discharge of Gustaf Unger	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	12.f	Approve Discharge of Fredrik Bergstrom	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	12.g	Approve Discharge of Henrik Rattzen	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	12.h	Approve Discharge of Per Widerstrom	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	12.i	Approve Discharge of Lars-Ake Norling (CEO)	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	13.a	Determine Number of Members (8) and Deputy Members of Board (0)	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	13.b	Determine Number of Auditors (1) and Deputy Auditors (0)	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	14.a1	Approve Remuneration of Directors in the Amount of SEK 472,500 for Chair and for Other Directors	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Nordnet AB	14.a2	Approve Remuneration for the Risk and Compliance Committee	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nordnet AB	14.a3	Approve Remuneration for the Audit Committee	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Nordnet AB	14.a4	Approve Remuneration for the IT committee	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Nordnet AB	14.a5	Approve Remuneration for the Remuneration Committee	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Nordnet AB	14.b	Approve Remuneration of Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	15.a1	Reelect Tom Dinkelspiel as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nordnet AB	15.a2	Reelect Fredrik Bergstrom as Director	No	For	For	For	<p>The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nordnet AB	15.a3	Reelect Anna Back as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nordnet AB	15.a4	Reelect Karitha Ericson as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nordnet AB	15.a5	Reelect Charlotta Nilsson as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nordnet AB	15.a6	Reelect Henrik Rattzen as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nordnet AB	15.a7	Elect Therese Hillman as New Director	No	For	For	For	<p>The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nordnet AB	15.a8	Elect Johan Akerblom as New Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Nordnet AB	15.b	Reelect Tom Dinkelspiel as Board Chair	No	For	For	For	The names and occupations or affiliations of nominees are not provided (False). There have been questionable transactions with conflicts of interest in the past (False). There are records of abuses against minority shareholder interests (False). There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities (False). The company failed to disclose adequate information on this proposal (False).	No	No
Nordnet AB	15.c	Ratify Deloitte AB as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Nordnet AB	16	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
Nordnet AB	17	Authorize Share Repurchase Program	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nordnet AB	18	Approve Warrant Plan 2024/2027 for Key Employees	No	For	For	For	Plan awards lack performance conditions. (False) The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:1.00) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:1.86) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The performance period or vesting period for options is less than '3' years. (False) The plan allows options to be priced at less than '100%' of the full fair market value. (False)	No	No
Nordnet AB	19	Close Meeting	Yes				This is a non-voting item.	No	No
Amplifon SpA	1	Amend Company Bylaws Re: Article 13	No	For	Against	Against	Vote AGAINST as the proposal reduces shareholder's rights.	Yes	No
Amplifon SpA	2	Amend Company Bylaws Re: Article 10	No	For	Against	For	Always vote FOR this proposal.	No	Yes
Amplifon SpA	3	Approve Capital Increase and Convertible Bond Issuance Without Preemptive Rights	No	For	Against	Against	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	Yes	No
Amplifon SpA	4	Amend Company Bylaws	No	For	Against	For	Always vote FOR this proposal.	No	Yes
Rotork Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Rotork Plc	2	Approve Final Dividend	No	For	For	For	Always vote FOR this proposal.	No	No
Rotork Plc	3	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rotork Plc	4	Re-elect Tim Cobbold as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rotork Plc	5	Elect Andrew Heath as Director	No	For	For	For	<p>The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rotork Plc	6	Re-elect Kiet Huynh as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rotork Plc	7	Re-elect Karin Meurk-Harvey as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rotork Plc	8	Elect Ben Peacock as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rotork Plc	9	Re-elect Janice Stipp as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rotork Plc	10	Re-elect Dorothy Thompson as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Rotork Plc	11	Appoint KPMG LLP as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Rotork Plc	12	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Rotork Plc	13	Authorise UK Political Donations and Expenditure	No	For	For	For	Always vote FOR this proposal.	No	No
Rotork Plc	14	Authorise Issue of Equity	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Rotork Plc	15	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Rotork Plc	16	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Rotork Plc	17	Authorise Market Purchase of Ordinary Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Rotork Plc	18	Authorise Market Purchase of Preference Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rotork Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	Generally vote FOR this item unless the request is contentious.	No	No
Howden Joinery Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Howden Joinery Group Plc	2	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
Howden Joinery Group Plc	3	Approve Final Dividend	No	For	For	For	Always vote FOR this proposal.	No	No
Howden Joinery Group Plc	4	Elect Louis Eperjesi as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Howden Joinery Group Plc	5	Elect Vanda Murray as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Howden Joinery Group Plc	6	Re-elect Andrew Cripps as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Howden Joinery Group Plc	7	Re-elect Louise Fowler as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Howden Joinery Group Plc	8	Re-elect Paul Hayes as Director	No	For	For	For	<p>The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Howden Joinery Group Plc	9	Re-elect Andrew Livingston as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Howden Joinery Group Plc	10	Re-elect Peter Ventress as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Howden Joinery Group Plc	11	Reappoint KPMG LLP as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Howden Joinery Group Plc	12	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Howden Joinery Group Plc	13	Authorise UK Political Donations and Expenditure	No	For	For	For	Always vote FOR this proposal.	No	No
Howden Joinery Group Plc	14	Authorise Issue of Equity	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Howden Joinery Group Plc	15	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Howden Joinery Group Plc	16	Authorise Market Purchase of Ordinary Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Howden Joinery Group Plc	17	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	Generally vote FOR this item unless the request is contentious.	No	No
Pason Systems Inc.	1	Fix Number of Directors at Six	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Pason Systems Inc.	2.1	Elect Director Marcel Kessler	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Pason Systems Inc.	2.2	Elect Director T. Jay Collins	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Pason Systems Inc.	2.3	Elect Director Jon Faber	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Pason Systems Inc.	2.4	Elect Director Sophia Langlois	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Pason Systems Inc.	2.5	Elect Director Ken Mullen	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Pason Systems Inc.	2.6	Elect Director Laura L. Schwinn	No	For	Withhold	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes
Pason Systems Inc.	3	Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	Always vote FOR this proposal.	No	No
Pason Systems Inc.	4	Advisory Vote on Executive Compensation Approach	No	For	For	For	Vote FOR this proposal.	No	No
Pason Systems Inc.	5	Re-approve Stock Option Plan	No	For	For	For	Vote FOR this proposal.	No	No
SPIE SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No
SPIE SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No
SPIE SA	3	Approve Allocation of Income and Dividends of EUR 0.83 per Share	No	For	For	For	Always vote FOR this proposal.	No	No
SPIE SA	4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	No	For	For	For	Always vote FOR this proposal.	No	No
SPIE SA	5	Appoint PricewaterhouseCoopers Audit as Auditor for the Sustainability Reporting	No	For	For	For	Always vote FOR this proposal.	No	No
SPIE SA	6	Approve Compensation of Chairman and CEO	No	For	For	For	Vote FOR this proposal.	No	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
SPIE SA	7	Approve Remuneration Policy of Chairman and CEO	No	For	For	For	Vote FOR this proposal.	No	No
SPIE SA	8	Approve Compensation Report	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
SPIE SA	9	Approve Remuneration Policy of Directors	No	For	For	For	Vote FOR this proposal.	No	No
SPIE SA	10	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
SPIE SA	11	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
SPIE SA	12	Authorize Capitalization of Reserves of Up to EUR 15 Million for Bonus Issue or Increase in Par Value	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
SPIE SA	13	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 39 Million	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
SPIE SA	14	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 7.8 Million	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
SPIE SA	15	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 7.8 Million	No	For	For	For	The company failed to disclose adequate information on this proposal. (False) The maximum number of shares to be issued is not disclosed. (False) The shares have superior voting rights. (False) The stock that could be issued represent more than '20%' of the current outstanding shares. (False:9.94) The board can set the rights//terms of the shares at issuance. (False) The shares can be used as a takeover defense. (False)	No	No
SPIE SA	16	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	No	For	For	For	I would vote with management, I think the issuance limit they are setting is inline with market standards.	No	No
SPIE SA	17	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
SPIE SA	18	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	For	The plan allows employees to purchase stock at less than '75%' of the full fair market value. (False:80.00)	No	No
SPIE SA	19	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees and Corporate Officers of International Subsidiaries	No	For	For	For	The plan allows employees to purchase stock at less than '75%' of the full fair market value. (False:80.00)	No	No
SPIE SA	20	Authorize up to 0.5 Percent of Issued Capital for Use in Restricted Stock Plans	No	For	For	For	I would vote with management, I think the issuance limit they are setting is inline with market standards.	No	No
SPIE SA	21	Authorize Filing of Required Documents/Other Formalities	No	For	For	For	Always vote FOR this proposal.	No	No
Technip Energies NV	1	Open Meeting	Yes				This is a non-voting item.	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Technip Energies NV	2	Presentation by the CEO	Yes				This is a non-voting item.	No	No
Technip Energies NV	3	Adopt Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Technip Energies NV	4	Approve Dividends	No	For	For	For	Always vote FOR this proposal.	No	No
Technip Energies NV	5	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
Technip Energies NV	6	Ratify PricewaterhouseCoopers Accountants N.V. as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Technip Energies NV	7a	Approve Discharge of Executive Directors	No	For	For	For	Always vote FOR this proposal.	No	No
Technip Energies NV	7b	Approve Discharge of Non-Executive Directors	No	For	For	For	Always vote FOR this proposal.	No	No
Technip Energies NV	8a	Reelect Arnaud Pieton as Executive Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Technip Energies NV	8b	Reelect Joseph Rinaldi as Non-Executive Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Technip Energies NV	8c	Reelect Arnaud Caudoux as Non-Executive Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Technip Energies NV	8d	Reelect Colette Cohen as Non-Executive Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Technip Energies NV	8e	Reelect Stephanie Cox as Non-Executive Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Technip Energies NV	8f	Reelect Simon Eyers as Non-Executive Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Technip Energies NV	8g	Reelect Alison Goligher as Non-Executive Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Technip Energies NV	8h	Reelect Francesco Venturini as Non-Executive Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Technip Energies NV	8i	Elect Maelle Gavet as Non-Executive Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Technip Energies NV	8j	Elect Matthieu Malige as Non-Executive Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Technip Energies NV	9	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Technip Energies NV	10	Approve Cancellation of Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Technip Energies NV	11	Close Meeting	Yes				This is a non-voting item.	No	No
Arcadis NV	1.a	Open Meeting	Yes				This is a non-voting item.	No	No
Arcadis NV	1.b	Receive Announcements	Yes				This is a non-voting item.	No	No
Arcadis NV	2	Receive Report of Supervisory Board (Non-Voting)	Yes				This is a non-voting item.	No	No
Arcadis NV	3	Receive Report of Executive Board (Non-Voting)	Yes				This is a non-voting item.	No	No
Arcadis NV	4.a	Adopt Financial Statements	No	For	For	For	Always vote FOR this proposal.	No	No
Arcadis NV	4.b	Approve Dividends	No	For	For	For	Always vote FOR this proposal.	No	No
Arcadis NV	5.a	Approve Discharge of Executive Board	No	For	For	For	Always vote FOR this proposal.	No	No
Arcadis NV	5.b	Approve Discharge of Supervisory Board	No	For	For	For	Always vote FOR this proposal.	No	No
Arcadis NV	6	Ratify KPMG Accountants N.V as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Arcadis NV	7	Discussion on Company's Corporate Governance Structure	Yes				This is a non-voting item.	No	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Arcadis NV	8.a	Approve Remuneration Report for Executive Board	No	For	For	For	Vote FOR this proposal.	No	No
Arcadis NV	8.b	Approve Remuneration Report for Supervisory Board	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Arcadis NV	9.a	Approve Remuneration Policy for the Executive Board	No	For	For	For	Vote FOR this proposal.	No	No
Arcadis NV	9.b	Approve Remuneration Policy for the Supervisory Board	No	For	For	For	Vote FOR this proposal.	No	No
Arcadis NV	10	Reelect V.J.H. Duperat-Vergne to Executive Board	No	For	For	For	Always vote FOR this proposal.	No	No
Arcadis NV	11.a	Reelect D.L.M. Goodwin to Supervisory Board	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an outsider (non-executive) and sits on more than '6' public boards. (False) The nominee is an insider (executive), excluding the CEO, and sits on more than '6' outside boards. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No
Arcadis NV	11.b	Announce Vacancies on the Supervisory Board	Yes				This is a non-voting item.	No	No
Arcadis NV	12.a	Grant Board Authority to Issue Shares up to 10 Percent of Issued Capital	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Arcadis NV	12.b	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For	For	The stock that could be issued represent more than '20'% of the current outstanding shares. (False:10.00)	No	No
Arcadis NV	13	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Arcadis NV	14	Other Business (Non-Voting)	Yes				This is a non-voting item.	No	No
Arcadis NV	15	Close Meeting	Yes				This is a non-voting item.	No	No
CIE Automotive SA	1	Approve Consolidated and Standalone Financial Statements	No	For	For	For	Always vote FOR this proposal.	No	No
CIE Automotive SA	2	Approve Discharge of Board	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
CIE Automotive SA	3	Approve Allocation of Income and Dividends	No	For	For	For	Always vote FOR this proposal.	No	No
CIE Automotive SA	4	Approve Non-Financial Information Statement	No	For	For	For	[No Guidelines] Vote case-by-case on this proposal.	No	No
CIE Automotive SA	5	Authorize Share Repurchase and Capital Reduction via Cancellation of Repurchased Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
CIE Automotive SA	6.1	Reelect Antonio Maria Pradera Jauregui as Director	No	For	Against	Against	The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
CIE Automotive SA	6.2	Reelect Jesus Maria Herrera Barandiaran as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
CIE Automotive SA	6.3	Reelect Fermin del Rio Sanz de Acedo as Director	No	For	Against	Against	The nominee is an executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
CIE Automotive SA	6.4	Reelect Francisco Jose Riberas Mera as Director	No	For	Against	Against	The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
CIE Automotive SA	6.5	Reelect Juan Maria Riberas Mera as Director	No	For	Against	Against	The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
CIE Automotive SA	6.6	Reelect Maria Teresa Salegui Arbizu as Director	No	For	Against	Against	The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
CIE Automotive SA	6.7	Reelect Shriprakash Shukla as Director	No	For	Against	Against	The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
CIE Automotive SA	6.8	Reelect Arantza Estefania Larranaga as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
CIE Automotive SA	6.9	Fix Number of Directors at 13	No	For	Against	Against	The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) One or more directors attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse. (False) The name, occupation or affiliation of the nominee has not been provided. (False)	Yes	No
CIE Automotive SA	7	Approve Remuneration Policy	No	For	Against	Against	A vote AGAINST this item is warranted due to the following concerns: - The board has not provided a compelling rationale for the 358 percent increase in the CEO's salary. - The board has failed to respond to investors' concerns in regards excessive severance terms and the annual payment of retention and non-compete awards, which makes the pay mix short-term oriented. - The proposed fees for the non-executive chair in the amount of EUR 1.25 million are in deviation of market practice. However, the company has removed the possibility of one-off awards for the CEO.	Yes	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
CIE Automotive SA	8	Amend Share Appreciation Rights Plan	No	For	For	For	The company failed to disclose adequate information on this proposal. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False) The plan allows options to be priced at less than '100%' of the full fair market value. (False) The performance period or vesting period for options is less than '3' years. (False) Plan awards lack performance conditions. (False)	No	No
CIE Automotive SA	9	Approve Annual Maximum Remuneration	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
CIE Automotive SA	10	Advisory Vote on Remuneration Report	No	For	Against	Against	A vote AGAINST this item is warranted because: - The company has awarded the CEO an extraordinary remuneration of EUR 20 million without a compelling justification. The award is considered excessive as it inflates the total pay package to 10x ISS' peer median. - Since 2018 the CEO has receives additional fees as a non-compete payment and retention payment of EUR 650,000 net each (a total of EUR 2,549,000 per year gross). - Concerns exist with the lagged disclosure on the STI outcomes for the CEO which falls short of market standards and prevents shareholders from making an informed decision. - The board is not responsive to shareholder concerns over the company's remuneration practices	Yes	No
CIE Automotive SA	11	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	Always vote FOR this proposal.	No	No
CIE Automotive SA	12	Approve Minutes of Meeting	No	For	For	For	Always vote FOR this proposal.	No	No
MERLIN Properties SOCIMI SA	1.1	Approve Standalone Financial Statements	No	For	For	For	Always vote FOR this proposal.	No	No
MERLIN Properties SOCIMI SA	1.2	Approve Consolidated Financial Statements	No	For	For	For	Always vote FOR this proposal.	No	No
MERLIN Properties SOCIMI SA	1.3	Approve Non-Financial Information Statement	No	For	For	For	[No Guidelines] Vote case-by-case on this proposal.	No	No
MERLIN Properties SOCIMI SA	2.1	Approve Allocation of Income and Dividends	No	For	For	For	Always vote FOR this proposal.	No	No
MERLIN Properties SOCIMI SA	2.2	Approve Distribution of Share Issuance Premium	No	For	For	For	Always vote FOR this proposal.	No	No
MERLIN Properties SOCIMI SA	3	Approve Discharge of Board	No	For	For	For	Always vote FOR this proposal.	No	No
MERLIN Properties SOCIMI SA	4.1	Fix Number of Directors at 14	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
MERLIN Properties SOCIMI SA	4.2	Reelect Ismael Clemente Orrego as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
MERLIN Properties SOCIMI SA	4.3	Reelect Miguel Ollero Barrera as Director	No	For	For	For	<p>The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
MERLIN Properties SOCIMI SA	4.4	Reelect Maria Luisa Jorda Castro as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
MERLIN Properties SOCIMI SA	4.5	Reelect Ana Maria Garcia Fau as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
MERLIN Properties SOCIMI SA	4.6	Reelect Fernando Javier Ortiz Vaamonde as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
MERLIN Properties SOCIMI SA	4.7	Reelect George Donald Johnston as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
MERLIN Properties SOCIMI SA	4.8	Reelect Emilio Novela Berlin as Director	No	For	For	For	<p>The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
MERLIN Properties SOCIMI SA	4.9	Ratify Appointment of and Elect Juan Antonio Alcaraz Garcia as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
MERLIN Properties SOCIMI SA	4.10	Elect Ines Archer Toper as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
MERLIN Properties SOCIMI SA	4.11	Elect Julia Bayon Pedraza as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
MERLIN Properties SOCIMI SA	5	Advisory Vote on Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
MERLIN Properties SOCIMI SA	6	Amend Article 41	No	For	For	For	Always vote FOR this proposal.	No	No
MERLIN Properties SOCIMI SA	7	Authorize Company to Call EGM with 15 Days' Notice	No	For	For	For	Generally vote FOR this item unless the request is contentious.	No	No
MERLIN Properties SOCIMI SA	8	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Spin Master Corp.	1.1	Elect Director Michael Blank	No	For	For	For	<p>The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Spin Master Corp.	1.2	Elect Director W. Edmund Clark	No	For	Withhold	Withhold	<p>The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Spin Master Corp.	1.3	Elect Director Jeffrey I. Cohen	No	For	Withhold	Withhold	<p>The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Spin Master Corp.	1.4	Elect Director Reginald (Reggie) Fils-Aime	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Spin Master Corp.	1.5	Elect Director Kevin Glass	No	For	For	For	<p>The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Spin Master Corp.	1.6	Elect Director Ronnen Harary	No	For	Withhold	Withhold	The nominee is an executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Spin Master Corp.	1.7	Elect Director Christina Miller	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Spin Master Corp.	1.8	Elect Director Anton Rabie	No	For	Withhold	Withhold	The nominee is an executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Spin Master Corp.	1.9	Elect Director Max Rangel	No	For	Withhold	Withhold	The nominee is an executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Spin Master Corp.	1.10	Elect Director Christi Strauss	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Spin Master Corp.	1.11	Elect Director Ben Varadi	No	For	Withhold	Withhold	The nominee is an executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Spin Master Corp.	1.12	Elect Director Charles Winograd	No	For	Withhold	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes
Spin Master Corp.	2	Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	Always vote FOR this proposal.	No	No
Spin Master Corp.	3	Advisory Vote on Executive Compensation Approach	No	For	For	For	Vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Osisko Gold Royalties Ltd	1.1	Elect Director Jason Attew	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Osisko Gold Royalties Ltd	1.2	Elect Director Joanne Ferstman	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Osisko Gold Royalties Ltd	1.3	Elect Director Edie Hofmeister	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Osisko Gold Royalties Ltd	1.4	Elect Director W. Murray John	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Osisko Gold Royalties Ltd	1.5	Elect Director Robert Krcmarov	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Osisko Gold Royalties Ltd	1.6	Elect Director Pierre Labbe	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Osisko Gold Royalties Ltd	1.7	Elect Director Norman MacDonald	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Osisko Gold Royalties Ltd	1.8	Elect Director Candace MacGibbon	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Osisko Gold Royalties Ltd	1.9	Elect Director David Smith	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Osisko Gold Royalties Ltd	2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	Always vote FOR this proposal.	No	No
Osisko Gold Royalties Ltd	3	Re-approve Employee Share Purchase Plan	No	For	For	For	The amendment allows employees to purchase stock at less than '75%' of the full fair market value. (False)	No	No
Osisko Gold Royalties Ltd	4	Re-approve Restricted Share Unit Plan	No	For	For	For	Vote FOR this proposal.	No	No
Osisko Gold Royalties Ltd	5	Advisory Vote on Executive Compensation Approach	No	For	For	For	Vote FOR this proposal.	No	No
Ipsos SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No
Ipsos SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No
Ipsos SA	3	Approve Allocation of Income and Dividends of EUR 1.65 per Share	No	For	For	For	Always vote FOR this proposal.	No	No
Ipsos SA	4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ipsos SA	5	Reelect Filippo Lo Franco as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ipsos SA	6	Reelect Didier Truchot as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Ipsos SA	7	Appoint Mazars S.A. as Auditor for the Sustainability Reporting	No	For	For	For	Always vote FOR this proposal.	No	No
Ipsos SA	8	Appoint Grant Thornton as Auditor for the Sustainability Reporting	No	For	For	For	Always vote FOR this proposal.	No	No
Ipsos SA	9	Approve Remuneration of Directors in the Aggregate Amount of EUR 666,000	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Ipsos SA	10	Approve Compensation of Ben Page, CEO	No	For	For	For	Vote FOR this proposal.	No	No
Ipsos SA	11	Approve Compensation of Didier Truchot, Chairman of the Board	No	For	For	For	Vote FOR this proposal.	No	No
Ipsos SA	12	Approve Remuneration Policy of CEO	No	For	For	For	Vote FOR this proposal.	No	No
Ipsos SA	13	Approve Remuneration Policy of Chairman of the Board	No	For	For	For	Vote FOR this proposal.	No	No
Ipsos SA	14	Approve Remuneration Policy of Directors	No	For	For	For	Vote FOR this proposal.	No	No
Ipsos SA	15	Approve Compensation Report of Corporate Officers	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ipsos SA	16	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Ipsos SA	17	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Ipsos SA	18	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 5.4 Million	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Ipsos SA	19	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 1.08 Million	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Ipsos SA	20	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 1.08 Million	No	For	For	For	The maximum number of shares to be issued is not disclosed. (False) The shares can be used as a takeover defense. (False) The board can set the rights//terms of the shares at issuance. (False) The shares have superior voting rights. (False) The stock that could be issued represent more than '20%' of the current outstanding shares. (False:10.00) The company failed to disclose adequate information on this proposal. (False)	No	No
Ipsos SA	21	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	No	For	For	Against	Issuances without preemptive rights are not supported.	Yes	Yes
Ipsos SA	22	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Ipsos SA	23	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Ipsos SA	24	Authorize Capital Increase of Up to EUR 1.08 Million for Future Exchange Offers	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Ipsos SA	25	Authorize Capitalization of Reserves of Up to EUR 1.08 Million for Bonus Issue or Increase in Par Value	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Ipsos SA	26	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	For	The plan allows employees to purchase stock at less than '75%' of the full fair market value. (False:80.00)	No	No
Ipsos SA	27	Set Total Limit for Capital Increase to Result from Issuance Requests Under Items 19-20, 22-24 and 26 at EUR 1.08 Million; Set Total Limit for Capital Increase to Result from Issuance Requests Under Items 18-20, 22-24 and 26 at EUR 5.4 Million	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ipsos SA	28	Amend Article 16 of Bylaws Re: Age Limit of Chairman of the Board	No	For	For	For	Always vote FOR this proposal.	No	No
Ipsos SA	29	Authorize Filing of Required Documents/Other Formalities	No	For	For	For	Always vote FOR this proposal.	No	No
Nexans SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No
Nexans SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No
Nexans SA	3	Approve Allocation of Income and Dividends of EUR 2.30 per Share	No	For	For	For	Always vote FOR this proposal.	No	No
Nexans SA	4	Reelect Jane Basson as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nexans SA	5	Elect Tamara de Gruyter as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Nexans SA	6	Renew Appointment of PricewaterhouseCoopers Audit as Auditor	No	For	For	For	Always vote FOR this proposal.	No	No
Nexans SA	7	Appoint PricewaterhouseCoopers Audit as Auditor for the Sustainability Reporting	No	For	For	For	Always vote FOR this proposal.	No	No
Nexans SA	8	Appoint Mazars as Auditor for the Sustainability Reporting	No	For	For	For	Always vote FOR this proposal.	No	No
Nexans SA	9	Approve Compensation Report of Corporate Officers	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Nexans SA	10	Approve Compensation of Jean Mouton, Chairman of the Board	No	For	For	For	Vote FOR this proposal.	No	No
Nexans SA	11	Approve Compensation of Christopher Guerin, CEO	No	For	For	For	Vote FOR this proposal.	No	No
Nexans SA	12	Approve Remuneration Policy of Directors	No	For	For	For	Vote FOR this proposal.	No	No
Nexans SA	13	Approve Remuneration Policy of Chairman of the Board	No	For	For	For	Vote FOR this proposal.	No	No
Nexans SA	14	Approve Remuneration Policy of CEO	No	For	For	For	Vote FOR this proposal.	No	No
Nexans SA	15	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nexans SA	16	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Nexans SA	17	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	Against	The plan allows employees to purchase stock at less than '75%' of the full fair market value. (True:60.00)	Yes	Yes
Nexans SA	18	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for International Employees	No	For	For	Against	The plan allows employees to purchase stock at less than '75%' of the full fair market value. (True:60.00)	Yes	Yes
Nexans SA	19	Authorize Up to EUR 330,000 for Use in Restricted Stock Plan Reserved for Employees and Corporate Officers with Performance Conditions Attached from January 1, 2025	No	For	For	For	Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.75) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:3.78) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3.0) The company failed to disclose adequate information on this proposal. (False)	No	No
Nexans SA	20	Authorize Up to EUR 50,000 for Use in Restricted Stock Plan Reserved for Employees and Subsidiaries (Without Performance Conditions Attached) from January 1, 2025	No	For	For	Against	Plan awards lack performance conditions. (True) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.11) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:3.14) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3.0) The company failed to disclose adequate information on this proposal. (False)	Yes	Yes
Nexans SA	21	Authorize Up to EUR 130,000 for Use in Restricted Stock Plan Reserved for Employees and Corporate Officers With Performance Conditions Attached	No	For	For	For	Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.30) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:3.32) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3.0) The company failed to disclose adequate information on this proposal. (False)	No	No
Nexans SA	22	Amend Article 16 of Bylaws Re: Alternate Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Nexans SA	23	Acknowledge End of Mandate of Patrice Morot as Alternate Auditor and Decision Not to Replace and Renew	No	For	For	For	Always vote FOR this proposal.	No	No
Nexans SA	24	Authorize Filing of Required Documents/Other Formalities	No	For	For	For	Always vote FOR this proposal.	No	No
The UNITE Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
The UNITE Group Plc	2	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
The UNITE Group Plc	3	Approve Final Dividend	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
The UNITE Group Plc	4	Amend Articles of Association	No	For	For	For	Always vote FOR this proposal.	No	No
The UNITE Group Plc	5	Approve Enhanced Scrip Dividend Alternative	No	For	For	For	Always vote FOR this proposal.	No	No
The UNITE Group Plc	6	Re-elect Richard Huntingford as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
The UNITE Group Plc	7	Re-elect Joe Lister as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
The UNITE Group Plc	8	Re-elect Ross Paterson as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
The UNITE Group Plc	9	Re-elect Ilaria del Beato as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
The UNITE Group Plc	10	Re-elect Dame Shirley Pearce as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
The UNITE Group Plc	11	Re-elect Thomas Jackson as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
The UNITE Group Plc	12	Re-elect Sir Steve Smith as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
The UNITE Group Plc	13	Re-elect Nicola Dulieu as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
The UNITE Group Plc	14	Elect Michael Burt as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
The UNITE Group Plc	15	Elect Angela Jain as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
The UNITE Group Plc	16	Reappoint Deloitte LLP as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
The UNITE Group Plc	17	Authorise the Audit & Risk Committee to Fix Remuneration of Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
The UNITE Group Plc	18	Authorise Issue of Equity	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
The UNITE Group Plc	19	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
The UNITE Group Plc	20	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
The UNITE Group Plc	21	Approve Restricted Share Plan	No	For	For	For	Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:10.00) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:10.00) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3.0) The company failed to disclose adequate information on this proposal. (False)	No	No
The UNITE Group Plc	22	Approve Scrip Dividend Scheme	No	For	For	For	Always vote FOR this proposal.	No	No
The UNITE Group Plc	23	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	Generally vote FOR this item unless the request is contentious.	No	No
HENSOLDT AG	1	Receive Financial Statements and Statutory Reports for Fiscal Year 2023 (Non-Voting)	Yes				This is a non-voting item.	No	No
HENSOLDT AG	2	Approve Allocation of Income and Dividends of EUR 0.40 per Share	No	For	For	For	Always vote FOR this proposal.	No	No
HENSOLDT AG	3	Approve Discharge of Management Board for Fiscal Year 2023	No	For	For	For	Always vote FOR this proposal.	No	No
HENSOLDT AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2023	No	For	For	For	Always vote FOR this proposal.	No	No
HENSOLDT AG	5	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
HENSOLDT AG	6	Ratify KPMG AG as Auditors and as Auditor for the Sustainability Reporting for Fiscal Year 2024	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
HENSOLDT AG	7	Elect Giuseppe Panizzardi to the Supervisory Board	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an outsider (non-executive) and sits on more than '6' public boards. (False) The nominee is an insider (executive), excluding the CEO, and sits on more than '6' outside boards. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No
HENSOLDT AG	8	Approve Remuneration Policy for the Supervisory Board	No	For	For	For	Vote FOR this proposal.	No	No
HENSOLDT AG	9	Approve Affiliation Agreement with HENSOLDT Holding GmbH	No	For	For	For	Always vote FOR this proposal.	No	No
Ag Growth International Inc.	1	Fix Number of Directors at Eight	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ag Growth International Inc.	2.1	Elect Director Rohit Bhardwaj	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ag Growth International Inc.	2.2	Elect Director Anne De Greef-Safft	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ag Growth International Inc.	2.3	Elect Director Mike Frank	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ag Growth International Inc.	2.4	Elect Director Janet Giesselman	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ag Growth International Inc.	2.5	Elect Director Paul Householder	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ag Growth International Inc.	2.6	Elect Director Bill Maslechko	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ag Growth International Inc.	2.7	Elect Director Mary Shafer-Malicki	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Ag Growth International Inc.	2.8	Elect Director David White	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Ag Growth International Inc.	3	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	Always vote FOR this proposal.	No	No
Ag Growth International Inc.	4	Advisory Vote on Executive Compensation Approach	No	For	For	For	Vote FOR this proposal.	No	No
Lawson, Inc.	1.1	Elect Director Takemasu, Sadanobu	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:2) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Lawson, Inc.	1.2	Elect Director Itonaga, Masayuki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Lawson, Inc.	1.3	Elect Director Iwamura, Miki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Lawson, Inc.	1.4	Elect Director Suzuki, Satoko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Lawson, Inc.	1.5	Elect Director Kondo, Shota	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Lawson, Inc.	2.1	Appoint Statutory Auditor Imagawa, Shuichi	No	For	For	For	Always vote FOR this proposal.	No	No
Lawson, Inc.	2.2	Appoint Statutory Auditor Yoshida, Keiko	No	For	For	For	Always vote FOR this proposal.	No	No
Sopra Steria Group SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No
Sopra Steria Group SA	2	Approve Discharge of Directors	No	For	Against	For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	Yes
Sopra Steria Group SA	3	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No
Sopra Steria Group SA	4	Approve Allocation of Income and Dividends of EUR 4.65 per Share	No	For	For	For	Always vote FOR this proposal.	No	No
Sopra Steria Group SA	5	Approve Compensation Report of Corporate Officers	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Sopra Steria Group SA	6	Approve Compensation of Pierre Pasquier, Chairman of the Board	No	For	For	For	Vote FOR this proposal.	No	No
Sopra Steria Group SA	7	Approve Compensation of Cyril Malarge, CEO	No	For	For	For	Vote FOR this proposal.	No	No
Sopra Steria Group SA	8	Approve Remuneration Policy of Chairman of the Board	No	For	For	For	Vote FOR this proposal.	No	No
Sopra Steria Group SA	9	Approve Remuneration Policy of CEO	No	For	For	For	Vote FOR this proposal.	No	No
Sopra Steria Group SA	10	Approve Remuneration Policy of Directors	No	For	For	For	A vote FOR this remuneration policy is warranted because it does not raise any significant concern.	No	No
Sopra Steria Group SA	11	Approve Remuneration of Directors in the Aggregate Amount of EUR 700,000	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Sopra Steria Group SA	12	Reelect Pierre Pasquier as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Sopra Steria Group SA	13	Reelect Eric Pasquier as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Sopra Steria Group SA	14	Reelect Sopra GMT as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Sopra Steria Group SA	15	Reelect Eric Hayat as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Sopra Steria Group SA	16	Reelect Marie-Helene Rigal-Drogerys as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Sopra Steria Group SA	17	Appoint KPMG S.A as Auditor	No	For	For	For	Always vote FOR this proposal.	No	No
Sopra Steria Group SA	18	Appoint Aca Nexia as Authorized Sustainability Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Sopra Steria Group SA	19	Appoint Saint Front as Authorized Sustainability Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Sopra Steria Group SA	20	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Sopra Steria Group SA	21	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Sopra Steria Group SA	22	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to 50 Percent of Issued Capital	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Sopra Steria Group SA	23	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to 20 Percent of Issued Capital	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Sopra Steria Group SA	24	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to 10 Percent of Issued Capital	No	For	For	For	The company failed to disclose adequate information on this proposal. (False) The maximum number of shares to be issued is not disclosed. (False) The shares have superior voting rights. (False) The stock that could be issued represent more than '20%' of the current outstanding shares. (False:10.00) The board can set the rights//terms of the shares at issuance. (False) The shares can be used as a takeover defense. (False)	No	No
Sopra Steria Group SA	25	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	No	For	For	Against	Issuances without preemptive rights are not supported.	Yes	Yes
Sopra Steria Group SA	26	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Sopra Steria Group SA	27	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Sopra Steria Group SA	28	Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Exchange Offers	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Sopra Steria Group SA	29	Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Sopra Steria Group SA	30	Authorize up to 1.1 Percent of Issued Capital for Use in Restricted Stock Plans	No	For	For	For	Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:1.10) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:3.64) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3.0) The company failed to disclose adequate information on this proposal. (False)	No	No
Sopra Steria Group SA	31	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	Against	The plan allows employees to purchase stock at less than '75%' of the full fair market value. (True:60.00)	Yes	Yes
Sopra Steria Group SA	32	Amend Article 14 of Bylaws Re: Representative of Employee Shareholders to the Board	No	For	For	For	Always vote FOR this proposal.	No	No
Sopra Steria Group SA	33	Amend Article 15 of Bylaws Re: Age Limit of Chairman of the Board	No	For	For	For	Always vote FOR this proposal.	No	No
Sopra Steria Group SA	34	Authorize Filing of Required Documents/Other Formalities	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Sugi Holdings Co., Ltd.	1.1	Elect Director Sakakibara, Eiichi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Sugi Holdings Co., Ltd.	1.2	Elect Director Sugiura, Katsunori	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Sugi Holdings Co., Ltd.	1.3	Elect Director Sugiura, Shinya	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Sugi Holdings Co., Ltd.	1.4	Elect Director Kamino, Shigeyuki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Sugi Holdings Co., Ltd.	1.5	Elect Director Uchida, Shiro	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Sugi Holdings Co., Ltd.	1.6	Elect Director Takaishi, Hideaki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No



## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Sugi Holdings Co., Ltd.	1.7	Elect Director Oura, Kaseri	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Sugi Holdings Co., Ltd.	2.1	Appoint Statutory Auditor Sakamoto, Toshihiko	No	For	For	For	Always vote FOR this proposal.	No	No
Sugi Holdings Co., Ltd.	2.2	Appoint Statutory Auditor Shimura, Toshiaki	No	For	For	For	Always vote FOR this proposal.	No	No
Sugi Holdings Co., Ltd.	2.3	Appoint Statutory Auditor Hayama, Yoshiko	No	For	For	For	Always vote FOR this proposal.	No	No
Sugi Holdings Co., Ltd.	3	Approve Compensation Ceiling for Statutory Auditors	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Jumbo SA	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Jumbo SA	2	Receive Report of Independent Non-Executive Directors	Yes				This is a non-voting item.	No	No
Jumbo SA	3	Receive Audit Committee's Activity Report	Yes				This is a non-voting item.	No	No
Jumbo SA	4	Approve Allocation of Income and Dividends	No	For	For	For	Always vote FOR this proposal.	No	No
Jumbo SA	5	Approve Management of Company and Grant Discharge to Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Jumbo SA	6	Approve Director Remuneration	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Jumbo SA	7	Advisory Vote on Remuneration Report	No	For	For	For	A vote AGAINST this item is warranted because CEO's fixed remuneration keeps increasing significantly and no specific rationale has been provided. It is also noted that the CEO and executive Polycarpou did not receive any performance-based component to align their interest in the company with shareholders' interest.	No	No
Jumbo SA	8	Approve Auditors and Fix Their Remuneration	No	For	For	For	Always vote FOR this proposal.	No	No
Keywords Studios Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Keywords Studios Plc	2	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
Keywords Studios Plc	3	Approve Final Dividend	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Keywords Studios Plc	4	Elect Rob Kingston as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Keywords Studios Plc	5	Re-elect Bertrand Bodson as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Keywords Studios Plc	6	Re-elect Georges Fornay as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Keywords Studios Plc	7	Re-elect Charlotta Ginman as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Keywords Studios Plc	8	Re-elect Jon Hauck as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Keywords Studios Plc	9	Re-elect Don Robert as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Keywords Studios Plc	10	Re-elect Marion Sears as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Keywords Studios Plc	11	Re-elect Neil Thompson as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Keywords Studios Plc	12	Reappoint BDO LLP as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Keywords Studios Plc	13	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Keywords Studios Plc	14	Authorise Issue of Equity	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Keywords Studios Plc	15	Approve Increase in the Cap on Aggregate Fees Payable to Directors	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Keywords Studios Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Keywords Studios Plc	17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Keywords Studios Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
PagSeguro Digital Ltd.	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
PagSeguro Digital Ltd.	2.1	Elect Director Luis Frias	No	For	Against	For	The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
PagSeguro Digital Ltd.	2.2	Elect Director Maria Judith de Brito	No	For	Against	For	<p>The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	No	Yes

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
PagSeguro Digital Ltd.	2.3	Elect Director Eduardo Alcaro	No	For	Against	For	The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
PagSeguro Digital Ltd.	2.4	Elect Director Cleveland Prates Teixeira	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
PagSeguro Digital Ltd.	2.5	Elect Director Marcia Nogueira de Mello	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
PagSeguro Digital Ltd.	2.6	Elect Director Maria Carolina Ferreira Lacerda	No	For	Against	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes
PagSeguro Digital Ltd.	3	Amend Restricted Stock Plan	No	For	For	For	Vote FOR this proposal.	No	No
PagSeguro Digital Ltd.	4	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	Always vote FOR this proposal.	No	No
KOMEDA Holdings Co., Ltd.	1.1	Elect Director Amari, Yuichi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
KOMEDA Holdings Co., Ltd.	1.2	Elect Director Shimizu, Hiroki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
KOMEDA Holdings Co., Ltd.	1.3	Elect Director Yamamoto, Tomohide	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
KOMEDA Holdings Co., Ltd.	1.4	Elect Director Shintani, Seiji	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
KOMEDA Holdings Co., Ltd.	1.5	Elect Director Ishihara, Kazuhiro	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
KOMEDA Holdings Co., Ltd.	2.1	Elect Director and Audit Committee Member Oda, Chiaki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
KOMEDA Holdings Co., Ltd.	2.2	Elect Director and Audit Committee Member Matsuda, Tomoe	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Bodycote Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Bodycote Plc	2	Approve Final Dividend	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Bodycote Plc	3	Re-elect Daniel Dayan as Director	No	For	For	For	<p>The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Bodycote Plc	4	Re-elect Patrick Larmon as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Bodycote Plc	5	Re-elect Lili Chahbazi as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Bodycote Plc	6	Re-elect Kevin Boyd as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Bodycote Plc	7	Re-elect Cynthia Gordon as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Bodycote Plc	8	Re-elect Ben Fidler as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Bodycote Plc	9	Elect Beatriz Muntanola as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Bodycote Plc	10	Elect Jim Fairbairn as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Bodycote Plc	11	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Bodycote Plc	12	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Bodycote Plc	13	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
Bodycote Plc	14	Authorise Issue of Equity	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Bodycote Plc	15	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Bodycote Plc	16	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Bodycote Plc	17	Authorise Market Purchase of Ordinary Shares	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Bodycote Plc	18	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	Generally vote FOR this item unless the request is contentious.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Gerresheimer AG	1	Receive Financial Statements and Statutory Reports for Fiscal Year 2023 (Non-Voting)	Yes				This is a non-voting item.	No	No
Gerresheimer AG	2	Approve Allocation of Income and Dividends of EUR 1.25 per Share	No	For	For	For	Always vote FOR this proposal.	No	No
Gerresheimer AG	3	Approve Discharge of Management Board for Fiscal Year 2023	No	For	For	For	Always vote FOR this proposal.	No	No
Gerresheimer AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2023	No	For	For	For	Always vote FOR this proposal.	No	No
Gerresheimer AG	5	Ratify KPMG AG as Auditors for Fiscal Year 2024	No	For	For	For	Always vote FOR this proposal.	No	No
Gerresheimer AG	6	Approve Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
Gerresheimer AG	7.1	Elect Sidonie Golombowski-Daffner to the Supervisory Board	No	For	For	For	The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an outsider (non-executive) and sits on more than '6' public boards. (False) The nominee is an insider (executive), excluding the CEO, and sits on more than '6' outside boards. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Gerresheimer AG	7.2	Elect Dorothea Wenzel to the Supervisory Board	No	For	For	For	<p>The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an outsider (non-executive) and sits on more than '6' public boards. (False) The nominee is an insider (executive), excluding the CEO, and sits on more than '6' outside boards. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)</p>	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Gerresheimer AG	7.3	Elect Christoph Zindel to the Supervisory Board	No	For	For	For	The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an outsider (non-executive) and sits on more than '6' public boards. (False) The nominee is an insider (executive), excluding the CEO, and sits on more than '6' outside boards. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No
Samsonite International S.A.	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Always vote FOR this proposal.	No	No
Samsonite International S.A.	2	Approve Allocation of Results	No	For	For	For	Always vote FOR this proposal.	No	No
Samsonite International S.A.	3	Approve Cash Distribution	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Samsonite International S.A.	4	Elect Jerome Squire Griffith as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Samsonite International S.A.	5	Elect Ying Yeh as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Samsonite International S.A.	6	Renew Mandate Granted to KPMG Luxembourg as Statutory Auditor and Authorize Board Fix Their Remuneration	No	For	For	For	Always vote FOR this proposal.	No	No
Samsonite International S.A.	7	Approve KPMG LLP as External Auditor and Authorize Board Fix Their Remuneration	No	For	For	For	Always vote FOR this proposal.	No	No
Samsonite International S.A.	8	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Samsonite International S.A.	9	Authorize Repurchase of Issued Share Capital	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Samsonite International S.A.	10	Approve Discharge Granted to the Directors	No	For	For	For	Always vote FOR this proposal.	No	No
Samsonite International S.A.	11	Approve Discharge Granted to the Statutory Auditor	No	For	For	For	Always vote FOR this proposal.	No	No
Samsonite International S.A.	12	Approve Remuneration of Directors	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Samsonite International S.A.	13	Approve Grant of Restricted Share Units to Kyle Francis Gendreau Pursuant to the Share Award Scheme	No	For	For	For	Let's vote in line with ISS recommendation, management did a good job.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Samsonite International S.A.	1	Approve Renewal of Authorization Granted to the Board of Directors to Issue Shares, Grant Options and Restricted Share Units and Grant Subscription Rights	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Samsonite International S.A.	2	Approve Modification of Article 13.1 of the Articles of Incorporation	No	For	For	For	Always vote FOR this proposal.	No	No
Samsonite International S.A.	3	Approve Modification of Article 13.17 of the Articles of Incorporation	No	For	For	For	Always vote FOR this proposal.	No	No
Samsonite International S.A.	4	Approve Modification of Article 19.1 of the Articles of Incorporation	No	For	For	For	Always vote FOR this proposal.	No	No
Accton Technology Corp.	1	Approve Business Report and Financial Statements	No	For	For	For	Always vote FOR this proposal.	No	No
Accton Technology Corp.	2	Approve Plan on Profit Distribution	No	For	For	For	Always vote FOR this proposal.	No	No
Accton Technology Corp.	3	Approve Amendments to Articles of Association	No	For	For	For	Always vote FOR this proposal.	No	No
Accton Technology Corp.	4.1	Elect a Representative of KUAN XIN INVESTMENT CORP., with Shareholder No. 0248318, as Non-independent Director	No	For	Against	Against	A vote AGAINST the statutory director Kuan Xin Investment Corp. under Item 4.1 is warranted since the company has failed to disclose sufficient information such as the identity of the actual individual who will serve on the board, which limits shareholders' ability to assess the quality of these representative.	Yes	No
Accton Technology Corp.	4.2	Elect HUANG, KUO HSIU, with Shareholder No. 0000712, as Non-Independent Director	No	For	For	For	Vote FOR this proposal.	No	No
Accton Technology Corp.	4.3	Elect DU, HENG YI, a Representative of TING SING CO., LTD. with Shareholder No. 0192084, as Non-Independent Director	No	For	For	For	Vote FOR this proposal.	No	No
Accton Technology Corp.	4.4	Elect HUANG, SHU CHIEH, with Shareholder No. B120322XXX, as Independent Director	No	For	For	For	Vote FOR this proposal.	No	No
Accton Technology Corp.	4.5	Elect LEE, FA YAUH, with Shareholder No. A104398XXX, as Independent Director	No	For	For	For	Vote FOR this proposal.	No	No
Accton Technology Corp.	4.6	Elect EIZO KOBAYASHI, with Shareholder No. 1949010XXX, as Independent Director	No	For	For	For	Vote FOR this proposal.	No	No
Accton Technology Corp.	4.7	Elect ANKUR SINGLA, with Shareholder No. 1977032XXX, as Independent Director	No	For	For	For	Vote FOR this proposal.	No	No
Accton Technology Corp.	5	Approve Release of Restrictions of Competitive Activities of Newly Appointed Directors and Representatives	No	For	For	For	Vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Simplex Holdings, Inc.	1.1	Elect Director Kaneko, Hideki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Simplex Holdings, Inc.	1.2	Elect Director Sukema, Kozo	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Simplex Holdings, Inc.	1.3	Elect Director Soda, Masataka	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Simplex Holdings, Inc.	1.4	Elect Director Enosawa, Keisuke	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Simplex Holdings, Inc.	2.1	Elect Director and Audit Committee Member Akiyama, Ryoza	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Simplex Holdings, Inc.	2.2	Elect Director and Audit Committee Member Ogasawara, Noriyuki	No	For	Against	Against	The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (True) The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Simplex Holdings, Inc.	2.3	Elect Director and Audit Committee Member Hamanishi, Yasuto	No	For	Against	Against	The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (True) The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	Yes	No
Kadokawa Corp.	1	Approve Accounting Transfers	No	For	For	For	Always vote FOR this proposal.	No	No
Kadokawa Corp.	2.1	Elect Director Natsuno, Takeshi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:8) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Kadokawa Corp.	2.2	Elect Director Yamashita, Naohisa	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:8) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Kadokawa Corp.	2.3	Elect Director Murakawa, Shinobu	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Kadokawa Corp.	2.4	Elect Director Kase, Noriko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Kadokawa Corp.	2.5	Elect Director Kawakami, Nobuo	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Kadokawa Corp.	2.6	Elect Director Cindy Chou	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Kadokawa Corp.	2.7	Elect Director Unora, Hiro	No	For	Against	Against	The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (True:50.00) The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	Yes	No
Kadokawa Corp.	2.8	Elect Director Ruth Marie Jarman	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Kadokawa Corp.	2.9	Elect Director Sugiyama, Tadaaki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Kadokawa Corp.	2.10	Elect Director Sasamoto, Yu	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Kadokawa Corp.	2.11	Elect Director Shiba, Akihiko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Kadokawa Corp.	2.12	Elect Director Uzawa, Ayumi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Kadokawa Corp.	2.13	Elect Director David Macdonald	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Kadokawa Corp.	2.14	Elect Director Okajima, Etsuko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Alten SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No
Alten SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No
Alten SA	3	Approve Allocation of Income and Dividends of EUR 1.50 per Share	No	For	For	For	Always vote FOR this proposal.	No	No
Alten SA	4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	No	For	For	For	Always vote FOR this proposal.	No	No
Alten SA	5	Appoint KPMG AUDIT IS as Auditor for the Sustainability Reporting	No	For	For	For	Always vote FOR this proposal.	No	No
Alten SA	6	Appoint GRANT THORNTON as Auditor for the Sustainability Reporting	No	For	For	For	Always vote FOR this proposal.	No	No
Alten SA	7	Reelect Maryvonne Labeille as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Alten SA	8	Reelect Philippe Tribaudeau as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Alten SA	9	Approve Remuneration Policy of Directors	No	For	For	For	Vote FOR this proposal.	No	No
Alten SA	10	Approve Remuneration Policy of Chairman and CEO	No	For	For	For	Vote FOR this proposal.	No	No
Alten SA	11	Approve Compensation Report	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Alten SA	12	Approve Compensation of Simon Azoulay, Chairman and CEO	No	For	For	For	Vote FOR this proposal.	No	No
Alten SA	13	Authorize Repurchase of Up to 5 Percent of Issued Share Capital	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Alten SA	14	Authorize up to 0.77 Percent of Issued Capital for Use in Restricted Stock Plans	No	For	For	For	A vote FOR this resolution is warranted although it raises some concerns since the company does not provide the targets of performance conditions underlying the performance share plan. The main reasons for support are: • The list of beneficiaries does not include the executive corporate officer; and • The other terms of the proposal are not deemed problematic	No	No



## B.1.a

### TIMESSQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Alten SA	15	Amend Article 6 of Bylaws Re: Remove References to Preferred Shares B	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Alten SA	16	Authorize Filing of Required Documents/Other Formalities	No	For	For	For	Always vote FOR this proposal.	No	No
MEITEC Group Holdings, Inc.	1	Approve Allocation of Income, with a Final Dividend of JPY 70	No	For	For	For	Always vote FOR this proposal.	No	No
MEITEC Group Holdings, Inc.	2.1	Elect Director Uemura, Masato	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
MEITEC Group Holdings, Inc.	2.2	Elect Director Yamaguchi, Akira	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
MEITEC Group Holdings, Inc.	2.3	Elect Director Yokoe, Kumi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
MEITEC Group Holdings, Inc.	3	Elect Director and Audit Committee Member Shikano, Terumi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nova Ltd.	1a	Reelect Eitan Oppenheim as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nova Ltd.	1b	Reelect Avi Cohen as Director	No	For	For	For	<p>The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nova Ltd.	1c	Reelect Raanan Cohen as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nova Ltd.	1d	Reelect Sarit Sagiv as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nova Ltd.	1e	Reelect Zehava Simon as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nova Ltd.	1f	Reelect Yaniv Garty as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
Nova Ltd.	2	Approve Amended Employment Terms of Gabriel Waisman, President and CEO	No	For	For	For	Always vote FOR this proposal.	No	No
Nova Ltd.	3	Amend Articles of Association	No	For	For	For	Always vote FOR this proposal.	No	No
Nova Ltd.	4	Reappoint Kost Forer Gabbay & Kasierer as Auditors	No	For	For	For	Always vote FOR this proposal.	No	No
Nova Ltd.	A	Vote FOR if you are a controlling shareholder or have a personal interest in one or several resolutions, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	No	None	Refer	Against	Vote against, as there is no personal interest in this agenda.	No	No
SMS Co., Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 20	No	For	For	For	Always vote FOR this proposal.	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
SMS Co., Ltd.	2.1	Elect Director Goto, Natsuki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:3) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
SMS Co., Ltd.	2.2	Elect Director Sugizaki, Masato	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
SMS Co., Ltd.	3.1	Elect Director and Audit Committee Member Matsubayashi, Tomoki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
SMS Co., Ltd.	3.2	Elect Director and Audit Committee Member Suzumura, Toyotaro	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
SMS Co., Ltd.	3.3	Elect Director and Audit Committee Member Takagi, Nobuko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
SMS Co., Ltd.	4	Elect Alternate Director and Audit Committee Member Mizunuma, Taro	No	For	For	For	Always vote FOR this proposal.	No	No
Nippon Gas Co., Ltd. (8174)	1	Approve Allocation of Income, with a Final Dividend of JPY 37.5	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nippon Gas Co., Ltd. (8174)	2.1	Elect Director Wada, Shinji	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Nippon Gas Co., Ltd. (8174)	2.2	Elect Director Kashiwaya, Kunihiko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:2) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Nippon Gas Co., Ltd. (8174)	2.3	Elect Director Yoshida, Keiichi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:2) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Nippon Gas Co., Ltd. (8174)	2.4	Elect Director Tsuchiya, Tomonori	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:2) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Nippon Gas Co., Ltd. (8174)	2.5	Elect Director Yamada, Tsuyoshi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Nippon Gas Co., Ltd. (8174)	2.6	Elect Director Satonaka, Eriko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Nippon Gas Co., Ltd. (8174)	3	Appoint Statutory Auditor Fumikura, Tatsunaga	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
AZ-COM Maruwa Holdings, Inc.	1	Approve Allocation of Income, with a Final Dividend of JPY 15	No	For	For	For	Always vote FOR this proposal.	No	No
AZ-COM Maruwa Holdings, Inc.	2.1	Elect Director Wasami, Masaru	No	For	Against	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	Yes
AZ-COM Maruwa Holdings, Inc.	2.2	Elect Director Yamamoto, Teruaki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
AZ-COM Maruwa Holdings, Inc.	2.3	Elect Director Kuzuno, Masanao	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
AZ-COM Maruwa Holdings, Inc.	2.4	Elect Director Fujita, Tsutomu	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
AZ-COM Maruwa Holdings, Inc.	2.5	Elect Director Motohashi, Katsunobu	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
AZ-COM Maruwa Holdings, Inc.	2.6	Elect Director Iwasaki, Akinori	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
AZ-COM Maruwa Holdings, Inc.	2.7	Elect Director Ogura, Tomoki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
AZ-COM Maruwa Holdings, Inc.	2.8	Elect Director Tachi, Itsushi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
AZ-COM Maruwa Holdings, Inc.	2.9	Elect Director Saigo, Masami	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
AZ-COM Maruwa Holdings, Inc.	2.10	Elect Director Funamoto, Miwako	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
AZ-COM Maruwa Holdings, Inc.	2.11	Elect Director Kamijo, Masahito	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
CyberArk Software Ltd.	1.1.a	Reelect Matthew Cohen as Director	No	For	For	For	<p>The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
CyberArk Software Ltd.	1.1.b	Reelect Francois Auque as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
CyberArk Software Ltd.	1.2	Elect Mary Yang as Director	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No
CyberArk Software Ltd.	2	Approve Grant of Equity Based Compensation to Ehud (Udi) Mokady, Chairman	No	For	For	For	Vote FOR this proposal.	No	No
CyberArk Software Ltd.	3	Approve Amendments to Indemnification Agreement for Certain Office Holders of the Company	No	For	For	For	Always vote FOR this proposal.	No	No
CyberArk Software Ltd.	4	Amend Articles	No	For	For	For	Always vote FOR this proposal.	No	No
CyberArk Software Ltd.	5	Reappoint Kost Forer Gabbay & Kasierer as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	Always vote FOR this proposal.	No	No
Daiei Kankyo Co. Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 42	No	For	For	For	Always vote FOR this proposal.	No	No
Daiei Kankyo Co. Ltd.	2	Amend Articles to Amend Business Lines - Adopt Board Structure with Audit Committee - Amend Provisions on Number of Directors - Authorize Directors to Execute Day to Day Operations without Full Board Approval	No	For	For	For	Vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Daiei Kankyo Co. Ltd.	3.1	Elect Director Kaneko, Fumio	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:3) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Daiei Kankyo Co. Ltd.	3.2	Elect Director Ota, Nariyuki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Daiei Kankyo Co. Ltd.	3.3	Elect Director Onaka, Kazumasa	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Daiei Kankyo Co. Ltd.	3.4	Elect Director Murakami, Tomoko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Daiei Kankyo Co. Ltd.	4.1	Elect Director and Audit Committee Member Minemori, Akira	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Daiei Kankyo Co. Ltd.	4.2	Elect Director and Audit Committee Member Murai, Kazumasa	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Daiei Kankyo Co. Ltd.	4.3	Elect Director and Audit Committee Member Kitajima, Noriko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Daiei Kankyo Co. Ltd.	5	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Daiei Kankyo Co. Ltd.	6	Approve Compensation Ceiling for Directors Who Are Audit Committee Members	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Daiei Kankyo Co. Ltd.	7	Approve Restricted Stock Plan	No	For	For	Against	Plan awards lack performance conditions. (True) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.4) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:0.7) The performance period or vesting period for restricted stock grants is less than '3' years. (False) The company failed to disclose adequate information on this proposal. (False)	Yes	Yes
Daiei Kankyo Co. Ltd.	8	Approve Restricted Stock Plan	No	For	For	Against	Plan awards lack performance conditions. (True) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.1) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:0.7) The performance period or vesting period for restricted stock grants is less than '3' years. (False) The company failed to disclose adequate information on this proposal. (False)	Yes	Yes

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Daiei Kankyo Co. Ltd.	9	Approve Restricted Stock Plan	No	For	For	Against	Plan awards lack performance conditions. (True) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.2) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:0.7) The performance period or vesting period for restricted stock grants is less than '3' years. (False) The company failed to disclose adequate information on this proposal. (False)	Yes	Yes
GOLDWIN INC.	1	Amend Articles to Change Company Name - Amend Provisions on Number of Directors	No	For	For	For	Vote FOR this proposal.	No	No
GOLDWIN INC.	2.1	Elect Director Nishida, Akio	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
GOLDWIN INC.	2.2	Elect Director Watanabe, Takao	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
GOLDWIN INC.	2.3	Elect Director Nishida, Yoshiteru	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
GOLDWIN INC.	2.4	Elect Director Homma, Eiichiro	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
GOLDWIN INC.	2.5	Elect Director Shirasaki, Michio	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
GOLDWIN INC.	2.6	Elect Director Mori, Hikari	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
GOLDWIN INC.	2.7	Elect Director Kaneda, Takero	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
GOLDWIN INC.	2.8	Elect Director Akiyama, Rie	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
GOLDWIN INC.	2.9	Elect Director Yoshimoto, Ichiro	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
GOLDWIN INC.	2.10	Elect Director Tamesue, Dai	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
GOLDWIN INC.	2.11	Elect Director Tsuchiya, Akira	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

## B.1.a

### TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
GOLDWIN INC.	2.12	Elect Director Imoto, Naoko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
GOLDWIN INC.	3	Approve Compensation Ceiling for Directors	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
GOLDWIN INC.	4	Approve Takeover Defense Plan (Poison Pill)	No	For	Against	For	The plan will not be submitted for shareholder approval at least every '3' years. (False) The poison pill trigger is less than '20' percent. (False)	No	Yes
Indra Sistemas SA	1	Approve Consolidated and Standalone Financial Statements	No	For	For	For	Always vote FOR this proposal.	No	No
Indra Sistemas SA	2	Approve Non-Financial Information Statement	No	For	For	For	[No Guidelines] Vote case-by-case on this proposal.	No	No
Indra Sistemas SA	3	Approve Allocation of Income and Dividends	No	For	For	For	Always vote FOR this proposal.	No	No
Indra Sistemas SA	4	Approve Discharge of Board	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Indra Sistemas SA	5.1	Reelect Marc Thomas Murtra Millar as Director	No	For	Against	Against	The nominee is an executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Indra Sistemas SA	5.2	Elect Javier Escribano Ruiz as Director	No	For	Against	Against	The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No
Indra Sistemas SA	6	Authorize Company to Call EGM with 15 Days' Notice	No	For	For	For	Generally vote FOR this item unless the request is contentious.	No	No
Indra Sistemas SA	7	Approve 2024-2026 Medium-Term Incentive Plan	No	For	For	For	Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.29) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:0.58) The performance period or vesting period for restricted stock grants is less than '3' years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No
Indra Sistemas SA	8	Amend Remuneration Policy	No	For	For	For	Vote FOR this proposal.	No	No
Indra Sistemas SA	9	Approve Spin-Off of the Autonomous Economic Unit Formed by the Space Business of Indra Sistemas SA to Newly Created Company Indra Espacio SLU	No	For	For	For	Always vote FOR this proposal.	No	No
Indra Sistemas SA	10	Advisory Vote on Remuneration Report	No	For	For	For	Vote FOR this proposal.	No	No
Indra Sistemas SA	11	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Indra Sistemas SA	12	Receive Amendments to Board of Directors Regulations	Yes				This is a non-voting item.	No	No
RENK Group AG	1	Receive Financial Statements and Statutory Reports for Fiscal Year 2023 (Non-Voting)	Yes				This is a non-voting item.	No	No
RENK Group AG	2	Approve Allocation of Income and Dividends of EUR 0.30 per Share	No	For	For	For	Always vote FOR this proposal.	No	No
RENK Group AG	3	Approve Discharge of Managing Directors of RENK Holding GmbH for Fiscal Year 2023	No	For	For	For	Always vote FOR this proposal.	No	No
RENK Group AG	4	Approve Discharge of Supervisory Board of RENK Holding GmbH for Fiscal Year 2023	No	For	For	For	Always vote FOR this proposal.	No	No
RENK Group AG	5	Approve Discharge of Management Board for Fiscal Year 2023	No	For	For	For	Always vote FOR this proposal.	No	No
RENK Group AG	6	Approve Discharge of Supervisory Board for Fiscal Year 2023	No	For	For	For	Always vote FOR this proposal.	No	No
RENK Group AG	7.1	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2024 and for the Review of Interim Financial Statements for the First Half of Fiscal Year 2024	No	For	For	For	Always vote FOR this proposal.	No	No
RENK Group AG	7.2	Ratify PricewaterhouseCoopers GmbH as Auditors for the Sustainability Reporting for Fiscal Year 2024	No	For	For	For	Always vote FOR this proposal.	No	No
RENK Group AG	8.1	Elect Florian Hohenwarter to the Supervisory Board	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an outsider (non-executive) and sits on more than '6' public boards. (False) The nominee is an insider (executive), excluding the CEO, and sits on more than '6' outside boards. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
RENK Group AG	8.2	Elect Karin Sonnenmoser to the Supervisory Board	No	For	For	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an outsider (non-executive) and sits on more than '6' public boards. (False) The nominee is an insider (executive), excluding the CEO, and sits on more than '6' outside boards. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No
RENK Group AG	8.3	Elect Axel Scheibel as Alternate Supervisory Board Member	No	For	For	For	Always vote FOR this proposal.	No	No
RENK Group AG	9	Approve Remuneration Policy	No	For	For	For	Vote FOR this proposal.	No	No
RENK Group AG	10	Approve Remuneration of Supervisory Board	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
RENK Group AG	11	Elect Doreen Nowotne to the Supervisory Board	No	None	For	Against	Vote AGAINST this proposal.	No	Yes
Socionext, Inc.	1.1	Elect Director Koezuka, Masahiro	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Socionext, Inc.	1.2	Elect Director Yoneyama, Yutaka	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Socionext, Inc.	1.3	Elect Director Otsuki, Koichi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Socionext, Inc.	1.4	Elect Director Kubo, Noriaki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Socionext, Inc.	1.5	Elect Director Yoshida, Hisato	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Socionext, Inc.	1.6	Elect Director Suzuki, Masatoshi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Socionext, Inc.	1.7	Elect Director Kasano, Sachiko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Socionext, Inc.	2	Elect Alternate Director and Audit Committee Member Anan, Go	No	For	For	For	Always vote FOR this proposal.	No	No
Internet Initiative Japan, Inc.	1	Approve Allocation of Income, with a Final Dividend of JPY 17.18	No	For	For	For	Always vote FOR this proposal.	No	No
Internet Initiative Japan, Inc.	2.1	Elect Director Suzuki, Koichi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Internet Initiative Japan, Inc.	2.2	Elect Director Katsu, Eijiro	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Internet Initiative Japan, Inc.	2.3	Elect Director Murabayashi, Satoshi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Internet Initiative Japan, Inc.	2.4	Elect Director Taniwaki, Yasuhiko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Internet Initiative Japan, Inc.	2.5	Elect Director Kitamura, Koichi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Internet Initiative Japan, Inc.	2.6	Elect Director Watai, Akihisa	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Internet Initiative Japan, Inc.	2.7	Elect Director Shimagami, Junichi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Internet Initiative Japan, Inc.	2.8	Elect Director Tsukamoto, Takashi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Internet Initiative Japan, Inc.	2.9	Elect Director Tsukuda, Kazuo	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Internet Initiative Japan, Inc.	2.10	Elect Director Iwama, Yoichiro	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Internet Initiative Japan, Inc.	2.11	Elect Director Okamoto, Atsushi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Internet Initiative Japan, Inc.	2.12	Elect Director Tonosu, Kaori	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (Japan) (False) ISS recommends to vote against this item because of poor performance. (Japan) (False)	No	No
Internet Initiative Japan, Inc.	3.1	Appoint Statutory Auditor Tobita, Masayoshi	No	For	For	For	Always vote FOR this proposal.	No	No
Internet Initiative Japan, Inc.	3.2	Appoint Statutory Auditor Michishita, Takashi	No	For	For	For	Always vote FOR this proposal.	No	No
Internet Initiative Japan, Inc.	3.3	Appoint Statutory Auditor Aso, Kumiko	No	For	For	For	Always vote FOR this proposal.	No	No
Internet Initiative Japan, Inc.	4	Approve Compensation Ceiling for Directors	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No
Internet Initiative Japan, Inc.	5	Approve Restricted Stock Plan	No	For	For	For	The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.8) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:1.3) The performance period or vesting period for restricted stock grants is less than '3' years. (False) Plan awards lack performance conditions. (False) The company failed to disclose adequate information on this proposal. (False)	No	No
Organo Corp.	1	Approve Allocation of Income, with a Final Dividend of JPY 61	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Organo Corp.	2.1	Elect Director Yamada, Masayuki	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Organo Corp.	2.2	Elect Director Nakayama, Yasutoshi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Organo Corp.	2.3	Elect Director Suda, Nobuyoshi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Organo Corp.	2.4	Elect Director Honda, Tetsushi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Organo Corp.	2.5	Elect Director Hirai, Kenji	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Organo Corp.	2.6	Elect Director Wada, Morifumi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No



B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Organo Corp.	2.7	Elect Director Abe, Daisaku	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Organo Corp.	2.8	Elect Director Hanano, Nobuko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Organo Corp.	2.9	Elect Director Kodama, Naomi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Organo Corp.	3.1	Appoint Alternate Statutory Auditor Furuchi, Chikara	No	For	For	For	Always vote FOR this proposal.	No	No
Organo Corp.	3.2	Appoint Alternate Statutory Auditor Minaki, Mio	No	For	For	For	Always vote FOR this proposal.	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rakuten Bank Ltd.	1	Amend Articles to Allow Virtual Only Shareholder Meetings	No	For	Against	Against	A vote AGAINST this proposal is warranted because: - The passage of this proposal will authorize the company to hold virtual only meetings permanently, without further need to consult shareholders, and the proposed language fails to specify situations under which virtual meetings will be held.	Yes	No
Rakuten Bank Ltd.	2.1	Elect Director Nagai, Hiroyuki	No	For	Against	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:3) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	Yes
Rakuten Bank Ltd.	2.2	Elect Director Mikitani, Hiroshi	No	For	Against	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	Yes

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rakuten Bank Ltd.	2.3	Elect Director Ebinuma, Eiji	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Rakuten Bank Ltd.	2.4	Elect Director Kayano, Michio	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Rakuten Bank Ltd.	2.5	Elect Director Nagato, Masatsugu	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rakuten Bank Ltd.	3	Approve Deep Discount Stock Option Plan	No	For	For	For	After reviewing the Proxy analysis we will:Vote AGAINST on item 1 and FOR all other items.We do note the lack of female Board members and will engage with the company to improve the situation going forward. This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholder	No	No
Rohto Pharmaceutical Co., Ltd.	1.1	Elect Director Yamada, Kunio	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Rohto Pharmaceutical Co., Ltd.	1.2	Elect Director Sugimoto, Masashi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rohto Pharmaceutical Co., Ltd.	1.3	Elect Director Saito, Masaya	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Rohto Pharmaceutical Co., Ltd.	1.4	Elect Director Kunisaki, Shinichi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Rohto Pharmaceutical Co., Ltd.	1.5	Elect Director Segi, Hidetoshi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rohto Pharmaceutical Co., Ltd.	1.6	Elect Director Kawasaki, Yasunori	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Rohto Pharmaceutical Co., Ltd.	1.7	Elect Director Yamanaka, Masae	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Rohto Pharmaceutical Co., Ltd.	1.8	Elect Director Homma, Yoichi	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rohto Pharmaceutical Co., Ltd.	1.9	Elect Director Iriyama, Akie	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Rohto Pharmaceutical Co., Ltd.	1.10	Elect Director Mera, Haruka	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Rohto Pharmaceutical Co., Ltd.	1.11	Elect Director Uemura, Tatsuo	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No

B.1.a

TIMESQUARE Proxy Votes - January through June 2024 Compared to ISS Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS
Rohto Pharmaceutical Co., Ltd.	1.12	Elect Director Hayashi, Eriko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Rohto Pharmaceutical Co., Ltd.	1.13	Elect Director Katadae, Maiko	No	For	For	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No
Rohto Pharmaceutical Co., Ltd.	2.1	Appoint Statutory Auditor Kimura, Masanori	No	For	For	For	Always vote FOR this proposal.	No	No
Rohto Pharmaceutical Co., Ltd.	2.2	Appoint Statutory Auditor Uemura, Hideto	No	For	For	For	Always vote FOR this proposal.	No	No
Rohto Pharmaceutical Co., Ltd.	2.3	Appoint Statutory Auditor Tani, Yasuhiro	No	For	For	For	Always vote FOR this proposal.	No	No
Rohto Pharmaceutical Co., Ltd.	2.4	Appoint Statutory Auditor Sugiyama, Eri	No	For	For	For	Always vote FOR this proposal.	No	No
Rohto Pharmaceutical Co., Ltd.	3	Appoint Alternate Statutory Auditor Terada, Asuka	No	For	For	For	Always vote FOR this proposal.	No	No
Finatext Holdings Ltd.	1	Approve Compensation Ceiling for Directors	No	For	For	For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No



# Board Statistics Report

B.1.b



**Parameters Used:**

Location(s): All locations  
 Account Group(s): All account groups  
 Institution Account(s): State Street Global Advisors, Dimensional Fund Advisors  
 Custodian Account(s): All custodian accounts  
 Reporting Period: 4/1/24 to 6/30/24

## Meeting Overview

Category	Number	Percentage
Number of votable meetings	1,774	
Number of meetings voted	1,773	99.94%
Number of meetings with at least 1 vote Against, Withhold or Abstain	1,712	96.51%

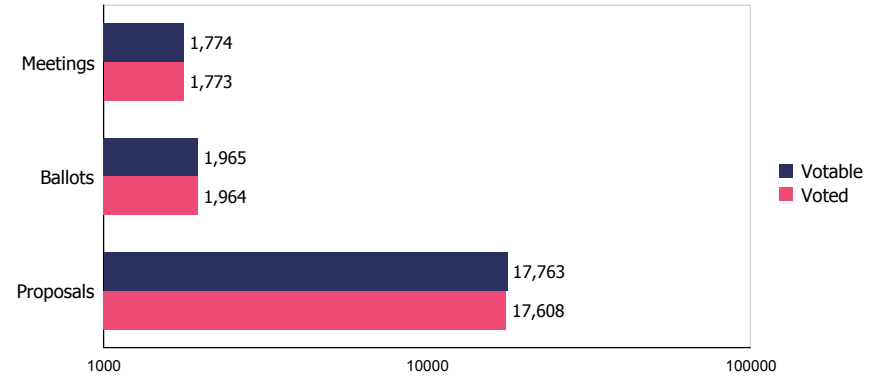
## Ballot Overview

Category	Number	Percentage
Number of votable ballots	1,965	
Number of ballots voted	1,964	99.95%

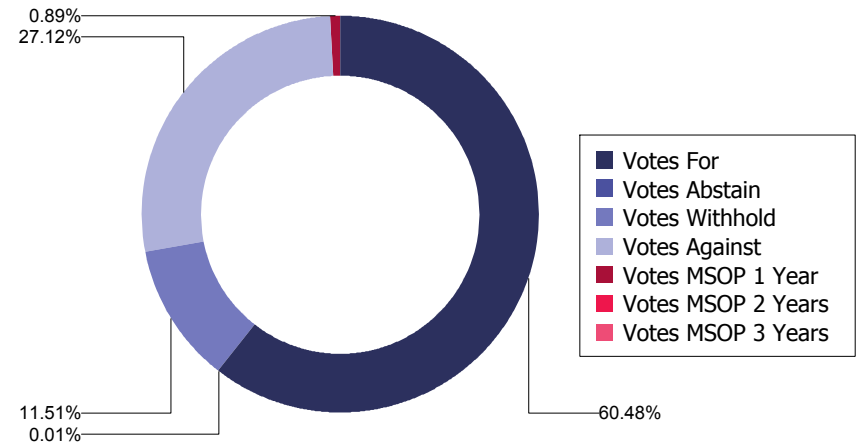
## Proposal Overview

Category	Number	Percentage
Number of votable items	17,763	
Number of items voted	17,608	99.13%
Number of votes FOR	10,649	60.48%
Number of votes AGAINST	4,776	27.12%
Number of votes ABSTAIN	1	0.01%
Number of votes WITHHOLD	2,026	11.51%
Number of votes on MSOP Frequency 1 Year	156	0.89%
Number of votes on MSOP Frequency 2 Years	0	0.00%
Number of votes on MSOP Frequency 3 Years	0	0.00%
Number of votes With Policy	17,596	99.93%
Number of votes Against Policy	12	0.07%
Number of votes With Mgmt	10,525	59.77%
Number of votes Against Mgmt	7,083	40.23%
Number of votes on MSOP (exclude frequency)	1,614	9.17%
Number of votes on Shareholder Proposals	534	3.03%

## Voting Statistics



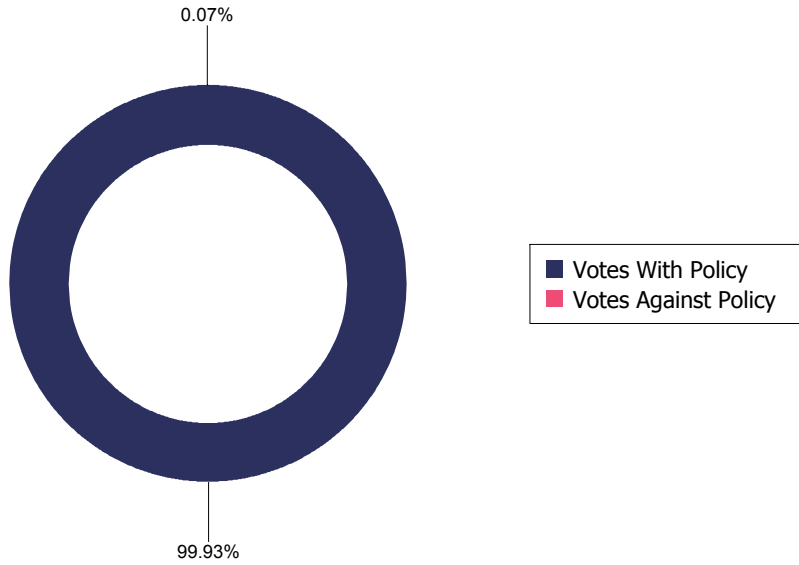
## Vote Cast Statistics



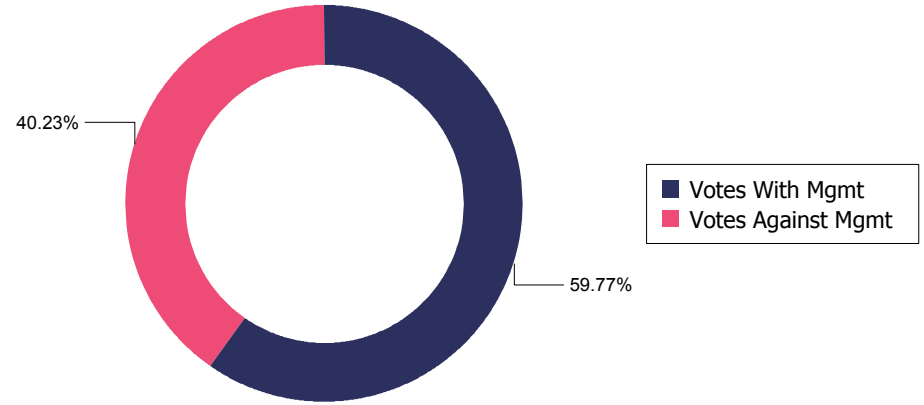
*Note: "MSOP" frequency = Management Say On Pay frequency proposal votes allow shareholders to determine whether, going forward, the "say-on-pay" vote to approve compensation should occur every one, two, or three years. For all calculations in this report, only ballots in status Confirmed or Sent are considered voted. All other ballot statuses are considered unvoted. Do Not Vote instructions are not considered voted and re-registration events are not included. Notwithstanding the above, each unique vote cast is counted within all calculations. In cases of different votes submitted for an individual agenda item, votes cast are discretely counted by vote cast (For, Against, etc.) per proposal. This may result in voting totals exceeding the number of votable items. Withhold vote instructions, predominantly seen in the US market for companies using a plurality vote standard, denote a contrary vote opinion on director elections; for further information, please review ISS' policy guidelines : <https://www.issgovernance.com/policy-gateway/voting-policies>*

B.1.b

Vote Alignment with Policy



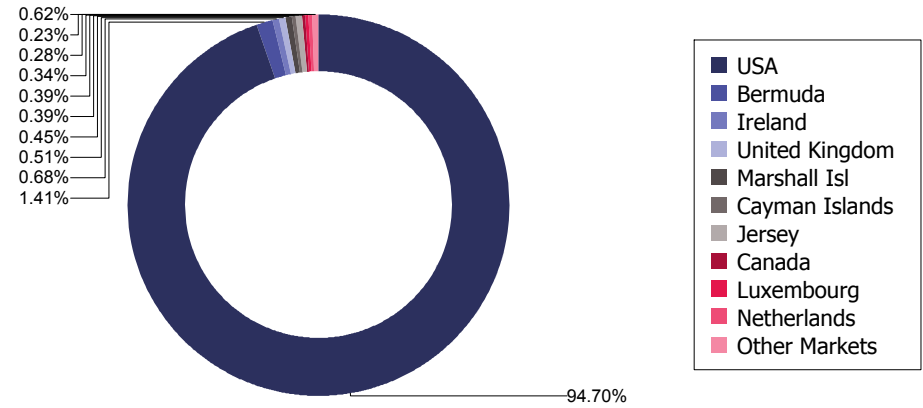
Vote Alignment with Management



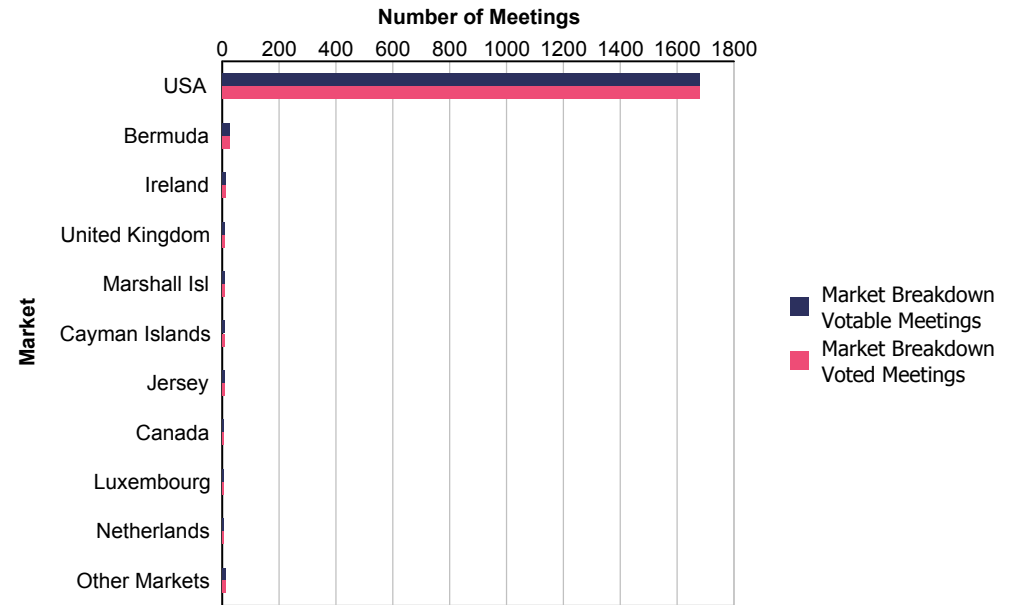
Market Breakdown

Market	Votable Meetings	Voted Meetings	Percentage
USA	1,679	1,679	100.00%
Bermuda	25	25	100.00%
Ireland	12	12	100.00%
United Kingdom	9	9	100.00%
Marshall Isl	8	8	100.00%
Cayman Islands	7	7	100.00%
Jersey	7	7	100.00%
Canada	6	6	100.00%
Luxembourg	5	5	100.00%
Netherlands	4	4	100.00%
Puerto Rico	3	3	100.00%
Israel	2	2	100.00%
Switzerland	2	2	100.00%
Bahamas	1	1	100.00%
Curacao	1	1	100.00%
Denmark	1	0	0.00%
Panama	1	1	100.00%
Virgin Isl (UK)	1	1	100.00%

Meetings Voted by Market



Market Voting Statistics



## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
10X Genomics, Inc.	6/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although a majority of the CEO's annual and long-term incentives were tied to clearly disclosed objective metrics, his total target LTI award value was relatively high and there are concerns with respect to the structure of FY23 PSUs, disclosure under the annual incentive program, and the proportion of objective performance conditions for other NEOs.	Yes	No	No
A10 Networks, Inc.	5/9/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Aadi Bioscience, Inc.	6/11/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
AAON, Inc.	5/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Abercrombie & Fitch Co.	6/12/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
ABM Industries Incorporated	3/27/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Acacia Research Corporation	5/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Academy Sports and Outdoors, Inc.	6/6/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Acadia Healthcare Company, Inc.	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Accel Entertainment, Inc.	5/9/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ACCO Brands Corporation	5/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ACI Worldwide, Inc.	6/4/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Aclaris Therapeutics, Inc.	6/6/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Although positive factors were identified with respect to the annual incentive program, the equity awards lack performance criteria, which is particularly concerning at a time of poor stock performance. Concerns are also raised with regards to the auto-accelerated vesting of equity awards upon a change-in-control event, and the company's lack of risk mitigating provisions.	Yes	No	No
Acme United Corporation	4/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
ACNB Corporation	5/7/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company's change-in-control agreements with its executives contain excise tax gross-up and modified single-trigger provisions.	Yes	Yes	No
Acuity Brands, Inc.	1/24/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
ACV Auctions Inc.	5/29/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Adams Resources & Energy, Inc.	5/6/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
AdaptHealth Corp.	6/20/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Adaptive Biotechnologies Corporation	6/7/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Addus HomeCare Corporation	6/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Adeia Inc.	5/9/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Adicet Bio, Inc.	6/5/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
ADT Inc.	5/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Advanced Energy Industries, Inc.	4/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
AdvanSix Inc.	6/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Advantage Solutions Inc.	5/29/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Adverum Biotechnologies, Inc.	6/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Affiliated Managers Group, Inc.	5/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
AGCO Corporation	4/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
agilon health, inc.	5/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Agios Pharmaceuticals, Inc.	6/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Air Lease Corporation	5/3/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The compensation committee demonstrated sufficient responsiveness to last year's low vote result. The committee took actions to address ongoing goal rigor concerns, both within the FY23 annual bonus program and for FY24. However, a vote AGAINST this proposal is warranted because the company provided excessive personal use of corporate aircraft and life insurance perquisites to certain executives.	Yes	Yes	No
Air Transport Services Group, Inc.	5/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Airgain, Inc.	6/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual incentive payouts were primarily based on pre-set objective measures and did not pay out when goals were unmet, the NEOs received equity awards that are subject solely to time-vesting during a period of sustained stock underperformance. In addition, the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.	Yes	No	No
Alarm.com Holdings, Inc.	6/5/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Alaska Air Group, Inc.	5/9/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Albany International Corp.	5/10/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Alcoa Corporation	5/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Aldeyra Therapeutics, Inc.	6/4/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Alector, Inc.	6/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Alico, Inc.	2/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Alkermes plc	5/31/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Allakos Inc.	5/24/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
Allegiant Travel Company	6/26/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ALLETE, Inc.	5/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Allient Inc.	5/8/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Allison Transmission Holdings, Inc.	5/8/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Alpha Metallurgical Resources, Inc.	5/2/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Alta Equipment Group Inc.	6/7/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Altair Engineering Inc.	5/16/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Alto Ingredients, Inc.	6/20/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Amalgamated Financial Corp.	5/21/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ambac Financial Group, Inc.	6/5/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ambarella, Inc.	6/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
AMC Networks Inc.	6/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Amerant Bancorp Inc.	5/8/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's life insurance perquisite.	Yes	Yes	No
American Axle & Manufacturing Holdings, Inc.	5/2/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
American Eagle Outfitters, Inc.	6/27/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
American Public Education, Inc.	5/17/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
American States Water Company	5/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
American Vanguard Corporation	6/6/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
American Well Corporation	6/18/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ameris Bancorp	6/6/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
AMERISAFE, Inc.	6/7/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Amkor Technology, Inc.	5/14/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
AMN Healthcare Services, Inc.	4/19/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's relocation perquisite. In addition, the company continues to use above-median benchmarking for base salary.	Yes	Yes	No
Amneal Pharmaceuticals, Inc.	5/2/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Ampco-Pittsburgh Corporation	6/4/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Amphastar Pharmaceuticals, Inc.	6/3/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided a large automobile perquisite to the CEO. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Amplify Energy Corp.	5/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
AnaptysBio, Inc.	6/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
Angi Inc.	6/12/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Bonuses were discretionary and equity awards are entirely time-vesting.	Yes	No	No
ANI Pharmaceuticals, Inc.	5/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Antero Midstream Corporation	6/5/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Anywhere Real Estate, Inc.	5/2/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
APi Group Corporation	6/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Apogee Enterprises, Inc.	6/20/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
AppFolio, Inc.	6/14/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Withhold	Withhold	Withhold	The CEO pay ratio exceeds 100.	Yes	No	No
Applied Optoelectronics, Inc.	6/6/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Aqua Metals, Inc.	5/23/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Concerns are raised given that the CEO received relatively high target equity grants, which were the primary driver of his elevated pay, and annual bonuses were largely discretionary. Moreover, majority of the equity awards were time-vesting, and a portion of the awards utilized a one-year performance period.	Yes	No	No
Aramark	1/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Arch Resources, Inc.	5/7/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Archrock, Inc.	4/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While concerns were raised regarding the committee's discretion to enhance STI payouts and the majority time-based LTI awards for 2023, the supplemental filing provided sufficient disclosure of meaningful go-forward changes that mitigate these concerns. Annual incentives were primarily based on pre-set, objective metrics and the committee does not expect to exercise similar discretionary increases going forward. Furthermore, the committee noted that LTI awards will shift to equal weights for time and performance-based equity starting in FY25.	No	No	No
Arcosa, Inc.	5/8/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Arcturus Therapeutics Holdings Inc.	6/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Arcus Biosciences, Inc.	6/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company continues to use above-median benchmarking for each of the NEO's base salary and short-term incentives. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Argan, Inc.	6/20/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ARKO Corp.	6/6/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Armstrong World Industries, Inc.	6/13/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Arq, Inc.	6/10/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
Array Technologies, Inc.	5/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Arrow Electronics, Inc.	5/7/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Arrow Financial Corporation	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Artisan Partners Asset Management Inc.	6/14/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Artivion, Inc.	5/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Arvinas, Inc.	5/29/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Asbury Automotive Group, Inc.	5/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Ascent Industries Co.	6/12/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ASGN Incorporated	6/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Ashland Inc.	1/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Aspen Aerogels, Inc.	5/30/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the STIP was primarily based on financial metrics, annual incentives paid at maximum in spite of one primary metric being achieved below target and the other primary metric targeting a loss. Further, annual equity grants were entirely time-based. Additionally, the committee cancelled previously granted PRSAs based on the expectation that price hurdles would not be met, and granted time-based retention stock options to all NEOs.	Yes	No	No
Associated Banc-Corp	4/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Associated Capital Group, Inc.	6/4/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Assurant, Inc.	5/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Assured Guaranty Ltd.	5/2/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Astec Industries, Inc.	4/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Astrana Health, Inc.	6/12/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
AstroNova, Inc.	6/11/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Asure Software, Inc.	5/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
ATI, Inc.	5/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Atkore, Inc.	1/30/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Atlanta Braves Holdings, Inc.	6/10/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted because: * The company has change in control arrangements with executives that contain an excessive severance payout basis; * Equity awards allow for auto-accelerated vesting upon a change in control; * Equity awards to the CEO lack any performance-contingent pay elements; and * The company has legacy arrangements allowing for multi-year guaranteed time-based equity awards.	Yes	Yes	No
Atlantic Union Bankshares Corporation	5/7/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ATN International, Inc.	6/18/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
AtriCure, Inc.	5/13/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Autoliv, Inc.	5/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
AutoNation, Inc.	4/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Avanos Medical, Inc.	4/25/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
AvePoint, Inc.	5/7/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Avidity Biosciences, Inc.	6/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company utilizes above-median benchmarking for executive compensation; * There is lack of performance metrics for long-term awards granted in the most recent fiscal year; and * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
AvidXchange Holdings, Inc.	6/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Avient Corporation	5/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Avis Budget Group, Inc.	5/22/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Avista Corporation	5/1/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Aware, Inc.	6/7/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Axalta Coating Systems Ltd.	6/6/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Axis Capital Holdings Limited	5/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Xogen, Inc.	6/5/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
AXT, Inc.	5/16/2024	Management	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Azenta, Inc.	1/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Balchem Corporation	6/20/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Bally's Corporation	5/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Banc of California, Inc.	5/9/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
BancFirst Corporation	5/23/2024	Management	20	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Bandwidth Inc.	5/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently materially amended the CEO's employment agreement, which provides for problematic modified-single trigger cash severance. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	No	No
Bank of Hawaii Corporation	4/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Bank of Marin Bancorp	5/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Bank OZK	5/6/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
BankFinancial Corporation	6/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
BankUnited, Inc.	5/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Bankwell Financial Group, Inc.	5/29/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Banner Corporation	5/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Bar Harbor Bankshares	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Barnes Group Inc.	5/3/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Barrett Business Services, Inc.	6/3/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Bassett Furniture Industries, Incorporated	3/6/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
BayCom Corp	6/18/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
BCB Bancorp, Inc.	4/25/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Beacon Roofing Supply, Inc.	5/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Beam Therapeutics Inc.	6/5/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * There is a lack of long-term performance metrics for awards granted in the most recent fiscal year; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Beazer Homes USA, Inc.	2/8/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Belden Inc.	5/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
BellRing Brands, Inc.	1/31/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Benchmark Electronics, Inc.	5/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Berkshire Hills Bancorp, Inc.	5/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Berry Corporation (bry)	5/23/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Berry Global Group, Inc.	2/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Beyond, Inc.	5/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Big 5 Sporting Goods Corporation	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
BJ's Restaurants, Inc.	6/18/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Black Hills Corporation	4/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Blackbaud, Inc.	6/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
BlackLine, Inc.	5/9/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Bloomin' Brands, Inc.	4/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
BlueLinx Holdings Inc.	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Boise Cascade Company	5/2/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
BOK Financial Corporation	4/30/2024	Management	19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Boyd Gaming Corporation	5/9/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Bread Financial Holdings, Inc.	5/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Bridgewater Bancshares, Inc.	4/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No



## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Bright Horizons Family Solutions, Inc.	6/5/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Brightcove Inc.	5/8/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
BrightHouse Financial, Inc.	6/6/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
BrightSphere Investment Group Inc.	6/6/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Bristow Group Inc.	6/5/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Broadwind, Inc.	5/16/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Brookdale Senior Living Inc.	6/18/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Brookline Bancorp, Inc.	5/8/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Brunswick Corporation	5/1/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Build-A-Bear Workshop, Inc.	6/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Bumble Inc.	6/5/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Business First Bancshares, Inc.	5/23/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
BWX Technologies, Inc.	5/3/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Byline Bancorp, Inc.	6/4/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
C&F Financial Corporation	4/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
C.H. Robinson Worldwide, Inc.	5/9/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Cabot Corporation	3/7/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Cadeler A/S	4/23/2024	Management	6	Approve Remuneration Report (Advisory Vote)	For	Against	Against	Do Not Vote	A vote AGAINST this item is warranted due to the following: * Significant base salary increases for consecutive years; * Lack of disclosure of performance metrics, weights and targets for the variable remuneration; * Insufficient vesting period of long-term incentive grants; and * The presence of transaction bonuses.	No	No	No
Cadence Bank	4/24/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Calavo Growers, Inc.	4/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
California Resources Corporation	5/3/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
California Water Service Group	5/29/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. In addition, concerns are also raised with respect to the provision of an inordinate amount of auto-related perquisites to the CEO and the continued use of above-median benchmarking for total compensation.	Yes	Yes	No
Calix, Inc.	5/9/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Camden National Corporation	5/21/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Camping World Holdings, Inc.	5/14/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Capital Bancorp, Inc.	5/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Capitol Federal Financial, Inc.	1/23/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: - The company provided the CEO an inordinate amount of life insurance perquisites. - The company provided tax gross-up payment for the CEO's life insurance perquisite. - The company maintains legacy agreements that contain an excessive severance payout basis change-in-control provision. - Equity awards allow for auto-accelerated vesting upon a change-in-control event. - The company did not condition vesting of long-term awards on achievement of performance goals.	Yes	Yes	No
CareDx, Inc.	6/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
CarGurus, Inc.	6/5/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
CarParts.com, Inc.	5/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Carriage Services, Inc.	5/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Cars.com Inc.	6/5/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Carter Bankshares, Inc.	5/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided tax gross-up payment for the CEO's auto-related perquisite. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Carter's, Inc.	5/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Castle Biosciences, Inc.	5/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Catalent, Inc.	1/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Catalyst Pharmaceuticals, Inc.	5/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Cathay General Bancorp	5/13/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
CCC Intelligent Solutions Holdings Inc.	5/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
CECO Environmental Corp.	5/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Central Pacific Financial Corp.	4/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Centrus Energy Corp.	6/20/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Century Aluminum Company	6/3/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual incentive awards are primarily based on pre-set quantitative metrics, LTI awards remain half performance-based, and closing-cycle PSUs vested below target in line with performance, annual incentive awards paid out above target on metrics with undisclosed or non-rigorous goals, and CEO Gary received additional discretionary cash bonuses. Moreover, the proportion of performance equity in LTI awards was reduced without rationale and the underlying share count of the CEO's equity award increased significantly. Half of PSU awards utilize just a two-year performance period, and vesting levels are subject to a strategic objectives modifier which appears to be discretionary in nature with no disclosed cap on payouts in the event of negative absolute TSR. Lastly, the company provided perquisite-related tax gross-ups to an executive.	Yes	No	No
Century Communities, Inc.	5/8/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Cerence Inc.	2/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Certara, Inc.	5/21/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ceva, Inc.	5/21/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Though the annual bonus appears strongly performance based, there are a number of concerns regarding equity grants in FY23. Though a majority of the LTI grant was in performance equity, a portion of the grant measured performance over a single year and merely targets median performance. Though longer-term equity targets appear rigorous, the award will vest if any number of metrics meet target instead of each metric comprising a certain portion of the award. There also exist magnitude concerns, as the new CEO received a relatively large sign-on RSU grant and equity grant for the year in review.	Yes	No	No
ChampionX Corporation	5/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Chegg, Inc.	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Chemung Financial Corporation	6/4/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Chesapeake Utilities Corporation	5/8/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Choice Hotels International, Inc.	5/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ciena Corporation	3/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Citi Trends, Inc.	6/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Citizens & Northern Corporation	4/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Citizens Community Bancorp, Inc.	6/18/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Civeo Corporation	5/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain an excise tax gross-up provision.	Yes	Yes	No
Civista Bancshares, Inc.	4/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Civitas Resources, Inc.	6/4/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Clarivate Plc	5/7/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Clean Energy Fuels Corp.	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee resumed granting entirely time-vesting annual-cycle equity awards, resulting in total CEO compensation which nearly doubled, year-over-year, amid a period of sustained financial underperformance.	Yes	No	No
Clean Harbors, Inc.	5/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Clear Channel Outdoor Holdings, Inc.	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Clearwater Paper Corporation	5/9/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Clearway Energy, Inc.	4/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Clearway Energy, Inc.	4/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Climb Global Solutions, Inc.	6/13/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
CNB Financial Corporation	4/16/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
CNO Financial Group, Inc.	5/9/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Coastal Financial Corporation	5/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Codexis, Inc.	6/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Coeur Mining, Inc.	5/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Cogent Biosciences, Inc.	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Cohu, Inc.	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Colony Bankcorp, Inc.	5/16/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Columbia Sportswear Company	5/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Comerica Incorporated	4/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision. In addition, an inordinate amount of aggregate perquisites were provided to the CEO.	Yes	Yes	No
Comfort Systems USA, Inc.	5/17/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Commerce Bancshares, Inc.	4/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Commercial Metals Company	1/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Commercial Vehicle Group, Inc.	5/16/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Community Bank System, Inc.	5/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Community Health Systems, Inc.	5/7/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Community Trust Bancorp, Inc.	4/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The board adjusted performance metrics/goals during the performance period.	Yes	Yes	No
Community West Bancshares	5/30/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Compass Minerals International, Inc.	3/5/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Compass, Inc.	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following the forfeiture of the CEO's performance-based equity awards with unmet stock price goals, the CEO received a sizable cash bonus and his equity compensation beginning in fiscal 2024 consists solely of time-based equity awards. The elimination of the performance-based component in long-term incentives is concerning as it severs the link between long-term pay and performance.	Yes	No	No
CompX International Inc.	5/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the company reports the allocable amount of cash compensation from the parent to each non-employee NEO, in addition to compensation paid to NEO employees, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics or factors, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.	Yes	No	No
Concentrix Corporation	3/21/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Concrete Pumping Holdings, Inc.	4/11/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Conduent Incorporated	5/17/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
CONMED Corporation	5/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
ConnectOne Bancorp, Inc.	5/21/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Consensus Cloud Solutions, Inc.	6/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
CONSOL Energy Inc.	4/30/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Consolidated Communications Holdings, Inc.	5/31/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Consolidated Water Co. Ltd.	6/24/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision.	Yes	Yes	No
Cooper-Standard Holdings Inc.	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Concept Therapeutics Incorporated	5/17/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Core & Main, Inc.	6/26/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided tax gross-up payment for the CEO's life insurance perquisite. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Core Laboratories Inc.	5/8/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Corsair Gaming, Inc.	6/6/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Coursera, Inc.	5/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Covenant Logistics Group, Inc.	5/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Crane Company	4/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Credit Acceptance Corporation	6/5/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Crinetics Pharmaceuticals, Inc.	6/7/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company uses above-median benchmarking for long-term incentives. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Crocs, Inc.	6/4/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Cross Country Healthcare, Inc.	5/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
CSG Systems International, Inc.	5/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
CSP Inc.	2/6/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
CTS Corporation	5/9/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Cullen/Frost Bankers, Inc.	4/24/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive amount of security-related benefits to the CEO.	Yes	Yes	No
Cumulus Media Inc.	5/2/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Curtiss-Wright Corporation	5/2/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted because: * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company provided the CEO inordinate amounts of auto-related perquisites and financial planning perquisites.	Yes	Yes	No
Cushman & Wakefield Plc	5/16/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Cushman & Wakefield Plc	5/16/2024	Management	8	Advisory Vote to Ratify Directors' Remuneration Report	For	For	For	For		No	No	No
Customers Bancorp, Inc.	5/28/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
CVB Financial Corp.	5/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Dana Incorporated	4/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Darling Ingredients Inc.	5/7/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Dave & Buster's Entertainment, Inc.	6/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Day One Biopharmaceuticals, Inc.	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Delek US Holdings, Inc.	5/2/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Delta Apparel, Inc.	2/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Deluxe Corporation	4/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.A vote AGAINST this proposal is warranted. While annual incentives were primarily based on financial metrics, both targets were set below the prior year's achievement. Further, the CEO's target LTI opportunity was increased by \$1 million without compelling rationale and forward-looking targets are not disclosed for PSU awards. Although the closing cycle vested below target, the lack of forward-looking goals, coupled with an increased equity award, exacerbated pay-for-performance concerns.	Yes	No	No
Denali Therapeutics Inc.	5/31/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Denny's Corporation	5/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
DENTSPLY SIRONA Inc.	5/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Designer Brands Inc.	6/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
DHI Group, Inc.	4/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Diamond Hill Investment Group, Inc.	5/9/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Digi International Inc.	1/29/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
DigitalOcean Holdings, Inc.	6/6/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Dime Community Bancshares, Inc.	5/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive perquisite allowance to the CEO.	Yes	Yes	No
Dine Brands Global, Inc.	5/14/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Diodes Incorporated	5/29/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Distribution Solutions Group, Inc.	5/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
DLH Holdings Corp.	3/14/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
DMC Global Inc.	5/15/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
DNOW Inc.	5/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Dorman Products, Inc.	5/17/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
DoubleVerify Holdings, Inc.	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Douglas Dynamics, Inc.	4/23/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Dril-Quip, Inc.	5/7/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Dropbox, Inc.	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of security-related perquisites.	Yes	Yes	No
DT Midstream, Inc.	5/10/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ducommun Incorporated	4/24/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Duluth Holdings Inc.	5/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
Dun & Bradstreet Holdings, Inc.	6/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
DXP Enterprises, Inc.	6/14/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain an excise tax gross-up change-in-control provision.	Yes	Yes	No
Dycom Industries Inc.	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Dynavax Technologies Corporation	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
E2open Parent Holdings, Inc.	6/28/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Eagle Bancorp, Inc.	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Eastern Bankshares, Inc.	5/13/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Eastman Kodak Company	5/15/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Ecovyst Inc.	5/8/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided tax gross-up payment for the CEO's relocation perquisite.	Yes	Yes	No
Edgewell Personal Care Company	2/1/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
eHealth, Inc.	6/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
El Pollo Loco Holdings, Inc.	5/28/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Elanco Animal Health Incorporated	5/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Element Solutions Inc	6/4/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Embecka Corp.	2/7/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Emergent BioSolutions Inc.	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Employers Holdings, Inc.	5/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Enact Holdings, Inc.	5/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Enanta Pharmaceuticals, Inc.	3/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Encompass Health Corporation	5/2/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Encore Capital Group, Inc.	6/7/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Encore Wire Corporation	5/7/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Energizer Holdings, Inc.	1/29/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Energy Recovery Inc.	6/6/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Energypac Tool Group Corp.	1/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Enova International, Inc.	5/8/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Enovis Corporation	5/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Enpro, Inc.	5/2/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Enstar Group Limited	6/6/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The committee demonstrated adequate responsiveness to last year's low say-on-pay vote result. However, a vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Annual LTI awards and the president's front-loaded award are majority based on clearly disclosed, multi-year goals. However, the majority of STI weighting is based on metrics for which quantified, pre-set goals are not disclosed, and large base salaries contribute to large STI opportunities and payouts for 2023. Additionally, three NEOs received special, off-cycle equity awards significantly larger than their annual LTI grant. The special awards lack performance-vesting criteria and were granted relatively close to prior special awards to the same NEOs. Concerns are also raised with regards to the CEO's excessive total perquisite compensation, the single-trigger change-in-control provision in legacy agreements, and the auto-accelerated vesting of equity awards upon a change-in-control event.	Yes	No	No
Enterprise Bancorp, Inc.	5/7/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision; * The company paid dividends on unvested performance-based equity awards; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Enterprise Financial Services Corp	5/1/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Entravision Communications Corporation	5/30/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Investnet, Inc.	5/8/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Enviri Corporation	4/18/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Envista Holdings Corporation	5/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Epsilon Energy Ltd.	5/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Equitrans Midstream Corporation	4/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Equity Bancshares, Inc.	4/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The regular STI and LTI programs are sufficiently performance-based. However, there are concerns regarding STI goal rigor and the lack of majority performance-based CEO equity awards after accounting for meaningful supplemental time-vesting equity grants contemplated under the employment agreement. Additionally, the company recently incorporated a SERP as a new element of the pay program. The incorporation of such a non-performance-based pay element is problematic and unusual at a time when many companies have closed or frozen such plans.	Yes	No	No
ESAB Corporation	5/9/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Escalade, Incorporated	5/8/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ESCO Technologies Inc.	2/7/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Esquire Financial Holdings, Inc.	5/30/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
ESSA Bancorp, Inc.	3/7/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Essent Group Ltd.	5/1/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the pay-for-performance misalignment is not mitigated at this time. While the CEO's short- and long-term incentives are primarily performance-based, significant concerns are raised under the short-term incentive program. Half of cash incentives for NEOs other than the CEO is based on individual performance, the performance target for a significant metric was set significantly below prior year actual performance without a sufficient rationale, and a discretionary bonus was paid to the CEO on top of his near maximum payout.	Yes	No	No
Etsy, Inc.	6/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the annual incentive was based primarily on financial metrics, and the committee utilized discretion to reduce annual incentive payouts, there are noted design, disclosure, and magnitude concerns in the long-term incentive program. The CEO's total equity award value was large, driving relatively large total pay for the year in review, on the backdrop of TSR underperformance. Concerns surrounding these awards are magnified, as the majority of performance awards utilize a relatively short two-year period and forward-looking goals are not disclosed. Moreover, the majority of equity awards granted to NEOs other than the CEO were primarily time-based. Lastly, the company provided a tax gross-up payment for an executive's perquisite.	Yes	No	No
Euronet Worldwide, Inc.	5/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Evans Bancorp, Inc.	5/7/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Eventbrite, Inc.	6/6/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Evercore Inc.	6/18/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
EverQuote, Inc.	6/6/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Everspin Technologies, Inc.	5/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Evolut Health, Inc.	6/6/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Excelerate Energy, Inc.	6/6/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Exelixis, Inc.	5/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ExlService Holdings, Inc.	6/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Exponent, Inc.	6/6/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Expro Group Holdings N.V.	5/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Farmer Bros. Co.	1/24/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Farmers & Merchants Bancorp, Inc.	4/29/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * The company maintains an excessive severance provision in a legacy agreement. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Farmers National Banc Corp.	4/18/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
FARO Technologies, Inc.	6/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Fastly, Inc.	6/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated only limited responsiveness to last year's failed say-on-pay vote. While certain improvements were made, concerns regarding the overlapping metrics and performance period between the STI and LTI programs were not meaningfully addressed. Further, a pay-for-performance misalignment exists for the year under consideration, and sufficient mitigating factors have not been identified. Certain positive factors exist, as equity awards were half performance-based and annual incentives were based on pre-set objective metrics. However, performance equity continued to utilize the same metrics, targets, and one-year performance period as the short-term incentive program, thereby awarding executives twice for the same performance. Further, a non-CEO NEO was awarded a large time-based equity grant, and his total compensation exceeded that of the CEO's.	Yes	No	No
FB Financial Corporation	5/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Federal Signal Corporation	4/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Ferroglobe Plc	6/18/2024	Management	2	Approve Remuneration Report	For	For	For	For		No	No	No
Financial Institutions, Inc.	6/5/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First American Financial Corporation	5/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
First Bancorp	5/2/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First BanCorp.	5/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
First Bank	4/24/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Busey Corporation	5/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain modified single-trigger and excise tax gross-up change-in-control provisions.	Yes	Yes	No
First Business Financial Services, Inc.	4/26/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Commonwealth Financial Corporation	4/23/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Community Bankshares, Inc.	4/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Financial Bancorp.	5/28/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Financial Corporation	4/17/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Financial Northwest, Inc.	5/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Foundation Inc.	5/28/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Hawaiian, Inc.	4/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Horizon Corporation	4/23/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
First Internet Bancorp	5/20/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
First Interstate BancSystem, Inc.	5/20/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Merchants Corporation	5/7/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Northwest Bancorp	5/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First United Corporation	5/9/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Western Financial, Inc.	6/5/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
FirstCash Holdings, Inc.	6/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Five Point Holdings, LLC	5/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Five9, Inc.	5/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although a pay-for-performance misalignment is mitigated for the year in review, the compensation committee was not fully responsive to shareholder concerns following a low say-on-pay vote result. In particular, shareholders noted concerns regarding one-time grants given to the CEO and other NEO grants in FY22, yet the compensation committee did not provide any safeguards or assurances regarding any potential future grants going forward, though it is noted that some positive changes were made to the annual pay programs in response to shareholder feedback.	Yes	No	No



## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Flowers Foods, Inc.	5/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Flowserve Corporation	5/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Fluor Corporation	5/1/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Flushing Financial Corporation	5/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision, and the auto-accelerated vesting of equity upon a change in control.	Yes	Yes	No
Flywire Corporation	6/4/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Fonar Corporation	5/20/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Forestar Group, Inc.	1/16/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
FormFactor, Inc.	5/17/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Forrester Research, Inc.	5/14/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Forum Energy Technologies, Inc.	5/10/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Forward Air Corporation	6/3/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Fox Factory Holding Corp.	5/3/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Franklin Covey Co.	1/19/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Franklin Electric Co., Inc.	5/3/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Fresh Del Monte Produce Inc.	6/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Frontdoor, Inc.	5/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
FRP Holdings, Inc.	5/8/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
FS Bancorp, Inc.	5/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company's change-in-control agreements with certain executives provide for single-trigger cash severance payment. Furthermore, there is a lack of any pre-set performance criteria for several executives' bonus and equity awards.	Yes	Yes	No
FTI Consulting, Inc.	6/5/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Fulgent Genetics, Inc.	5/16/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements with certain executives that contain a modified single-trigger change-in-control provision.	Yes	Yes	No
Full House Resorts, Inc.	5/9/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Funko, Inc.	6/4/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
FVCBankcorp, Inc.	5/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
G-III Apparel Group, Ltd.	6/18/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
G1 Therapeutics, Inc.	6/13/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Gannett Co., Inc.	6/3/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Garrett Motion Inc.	5/29/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Gates Industrial Corporation plc	6/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Gates Industrial Corporation plc	6/20/2024	Management	11	Approve Remuneration Report	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
GATX Corporation	4/26/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Genasys Inc.	3/14/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Genco Shipping & Trading Limited	5/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Generac Holdings Inc.	6/13/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Generation Bio Co.	6/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Genesco Inc.	6/27/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Genie Energy Ltd.	5/8/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
Genpact Limited	5/2/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Gentex Corporation	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Gentherm Incorporated	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Genworth Financial, Inc.	5/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Geospace Technologies Corporation	2/8/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
German American Bancorp, Inc.	4/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Gibraltar Industries, Inc.	5/1/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Glacier Bancorp, Inc.	4/24/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Glatfelter Corporation	5/10/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Glaukos Corporation	5/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Global Industrial Company	6/3/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Gogo Inc.	6/4/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
GoodRx Holdings, Inc.	6/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Goosehead Insurance, Inc.	5/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
GoPro, Inc.	6/4/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Grand Canyon Education, Inc.	6/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Granite Construction Incorporated	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Great Lakes Dredge & Dock Corporation	5/9/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Great Southern Bancorp, Inc.	5/8/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:- The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards;- Equity awards allow for auto-accelerated vesting upon a change-in-control event;- The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives;- The company has legacy arrangements that contain excessive severance provisions; and- The amount of aggregate perquisites provided to the CEO is considered excessive.	Yes	Yes	No
Green Dot Corporation	5/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Green Plains Inc.	5/7/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided a tax gross-up for the CEO's miscellaneous perquisites related to insurance and disability premiums.	Yes	Yes	No
Griffon Corporation	3/20/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Group 1 Automotive, Inc.	5/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
GrowGeneration, Corp.	6/20/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Guaranty Bancshares, Inc.	5/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Gulf Island Fabrication, Inc.	5/16/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Gulfport Energy Corporation	5/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
GXO Logistics, Inc.	5/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
H&E Equipment Services, Inc.	5/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
H.B. Fuller Company	4/11/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's relocation perquisite.	Yes	Yes	No
Hallador Energy Company	5/30/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
Halozyne Therapeutics, Inc.	4/25/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hamilton Beach Brands Holding Company	5/9/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hancock Whitney Corporation	4/24/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hanmi Financial Corporation	5/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
HarborOne Bancorp, Inc.	5/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The board adjusted performance metrics/goals in the incentive program during the performance period; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company provided the CEO an inordinate amount of aggregate perquisites.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Harley-Davidson, Inc.	5/16/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites. Additionally, the compensation committee was sufficiently responsive to shareholders' concerns after last year's relatively low say-on-pay vote. However, an unmitigated pay-for-performance misalignment exists for the third successive year. While long-term incentives will implement a three-year performance period beginning with FY24 awards, FY23 grants continued to use annual performance periods with limited disclosure of goals, and the CEO received entirely time-vesting equity awards. In addition, the CEO received a sizable supplemental annual bonus opportunity which was fully earned, with limited disclosure of how the committee determined the award's magnitude, goals, and total achievement.	Yes	No	No
Harvard Bioscience, Inc.	5/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hasbro, Inc.	5/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
HashiCorp, Inc.	6/25/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists for the year under consideration, and certain positive factors identified in annual incentive program do not sufficiently mitigate the misalignment. CEO McJannet's total compensation nearly doubled year-over-year due to a relatively large equity award that was entirely time-vesting and was not accompanied by a compelling rationale.	Yes	No	No
Haverty Furniture Companies, Inc.	5/6/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hawaiian Electric Industries, Inc.	5/13/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hawaiian Holdings, Inc.	5/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's personal use of corporate aircraft perquisite.	Yes	Yes	No
Haynes International, Inc.	2/21/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hayward Holdings, Inc.	5/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for certain executives' relocation perquisite.	Yes	Yes	No
HCI Group, Inc.	6/11/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Health Catalyst, Inc.	6/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
HealthEquity, Inc.	6/27/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
HealthStream, Inc.	5/30/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Heartland Express, Inc.	5/9/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Heartland Financial USA, Inc.	5/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's relocation perquisite.	Yes	Yes	No
Hecla Mining Company	5/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Heidrick & Struggles International, Inc.	5/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Helios Technologies, Inc.	6/6/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Helix Energy Solutions Group, Inc.	5/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Herc Holdings Inc.	5/16/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Heritage Commerce Corp	5/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Heritage Financial Corporation	5/6/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Heritage Insurance Holdings, Inc.	6/5/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hexcel Corporation	5/2/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Hillenbrand, Inc.	2/20/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Hillman Solutions Corp.	6/7/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hilton Grand Vacations Inc.	5/8/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Hims & Hers Health, Inc.	6/6/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Hingham Institution for Savings	4/25/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There is a misalignment between pay and performance and sufficient mitigating factors could not be identified. The CEO and one NEO receive base salaries which are outsized, and executive compensation does not include any performance-based pay, resulting in pay packages which are entirely fixed, neither increasing or decreasing in line with company performance, and lacking in long-term focus. In addition, concerns are raised with respect to the single-trigger equity vesting acceleration upon a change-in-control, the lack of risk mitigating provisions, and the excessive severance provision in existing agreements with certain executives.	Yes	No	No
HMN Financial Inc.	4/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
HNI Corporation	5/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Home Bancorp, Inc.	5/7/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Home BancShares, Inc.	4/18/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
HomeStreet, Inc.	6/18/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
HomeTrust Bancshares, Inc.	5/20/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hooker Furnishings Corporation	6/4/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hope Bancorp, Inc.	5/23/2024	Management	20	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Horace Mann Educators Corporation	5/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While incentive programs were largely based on objective criteria, there are significant concerns regarding the historical annual increases to the CEO's STI and LTI target pay opportunities without supporting rationale and on the backdrop of share price underperformance. Moreover, there are concerns around the rigor of STI and LTI goals.	Yes	No	No
Horizon Bancorp, Inc.	5/2/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hovnanian Enterprises, Inc.	3/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Howard Hughes Holdings Inc.	5/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hub Group, Inc.	5/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hudson Technologies, Inc.	6/12/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company provided the CEO an inordinate amount of life insurance perquisites. * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
Huntsman Corporation	5/2/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Hurco Companies, Inc.	3/14/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Huron Consulting Group Inc.	5/3/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hyster-Yale Materials Handling, Inc.	5/8/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
i3 Verticals, Inc.	2/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company does not disclose any pre-set metrics and goals for the other NEOs' bonus and equity awards.	Yes	Yes	No
iCAD, Inc.	6/13/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ICF International, Inc.	6/7/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ichor Holdings, Ltd.	5/15/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
ICU Medical, Inc.	5/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
IDACORP, Inc.	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company uses above-median benchmarking for base salary, short-term incentives, long-term incentives, and total compensation. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
IDEAYA Biosciences, Inc.	5/31/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Identiv, Inc.	6/28/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
IES Holdings, Inc.	2/22/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
IMAX Corporation	6/6/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated only limited responsiveness to shareholder concerns following last year's failed say-on-pay proposal. Concerns are also raised with regards to the inordinate amount of auto-related perquisites provided to the CEO, and the single-trigger change-in-control provision in legacy agreements.	Yes	No	No
Immersion Corporation	4/29/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Inari Medical, Inc.	4/24/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Independence Contract Drilling, Inc.	6/5/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Independent Bank Corp.	5/16/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Independent Bank Corporation	4/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Independent Bank Group, Inc.	6/11/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Infinera Corporation	6/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided tax reimbursement for an executive's relocation benefits.	Yes	Yes	No
Information Services Group, Inc.	4/25/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
InfuSystem Holdings, Inc.	5/16/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ingevity Corporation	4/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ingles Markets, Incorporated	2/13/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Ingredient Incorporated	5/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Innodata Inc.	6/5/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
Innospec Inc.	5/10/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Innoviva, Inc.	6/17/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Inogen, Inc.	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Insight Enterprises, Inc.	5/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Insperty, Inc.	5/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Inspire Medical Systems, Inc.	5/2/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Installed Building Products, Inc.	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Insteel Industries, Inc.	2/13/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Instructure Holdings, Inc.	5/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Integer Holdings Corporation	5/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Integra LifeSciences Holdings Corporation	5/9/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Integral Ad Science Holding Corp.	5/7/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Intellia Therapeutics, Inc.	6/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Intelligence, Inc.	5/8/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Interface, Inc.	5/13/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
International Bancshares Corporation	5/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
International Game Technology PLC	5/14/2024	Management	2	Approve Remuneration Report	For	For	For	For		No	No	No
International Money Express, Inc.	6/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
International Seaways, Inc.	6/12/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
inTEST Corporation	6/20/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Intevac, Inc.	5/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Intrepid Potash, Inc.	5/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Invesco Ltd.	5/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Investar Holding Corporation	5/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
IPG Photonics Corporation	6/18/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
IRADIMED CORPORATION	6/20/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Iridium Communications Inc.	5/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Itron, Inc.	5/9/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ITT Inc.	5/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Jack in the Box Inc.	3/1/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Jackson Financial Inc.	5/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Jamf Holding Corp.	5/30/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Janus Henderson Group Plc	5/1/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
JELD-WEN Holding, Inc.	4/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
John Bean Technologies Corporation	5/10/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Johnson Outdoors Inc.	2/28/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Jones Lang LaSalle Incorporated	5/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Kadant Inc.	5/15/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Karat Packaging Inc.	6/20/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
KB Home	4/18/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
KBR, Inc.	5/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Kemper Corporation	5/1/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Kennedy-Wilson Holdings, Inc.	6/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO inordinate amounts of personal use of corporate aircraft and life insurance perquisites, and the total amount of perquisite compensation for the CEO is excessive. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Kiniksa Pharmaceuticals, Ltd.	6/5/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Kirby Corporation	4/26/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay-for-performance misalignment concerns are sufficiently mitigated given substantial additional disclosure by the company and the forward-looking changes to the LTI program, an NEO received a problematic cash payment upon her voluntary retirement. While modest cash payments in exchange for restrictive covenants may be viewed as reasonable, the magnitude of this retirement payment was considered to be excessive.	Yes	No	No
Knife River Corp.	5/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Knowles Corporation	4/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Kodiak Sciences Inc.	6/4/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Koppers Holdings Inc.	5/2/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Kosmos Energy Ltd.	6/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Kratos Defense & Security Solutions, Inc.	5/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Kronos Worldwide, Inc.	5/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the proxy does indicate the amount of compensation each NEO receives from the parent, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.	Yes	No	No
Krystal Biotech, Inc.	5/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Kura Oncology, Inc.	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
KVH Industries, Inc.	6/12/2024	Management	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
L.B. Foster Company	5/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Lakeland Industries, Inc.	6/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Lands' End, Inc.	5/9/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Landsea Homes Corporation	6/5/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Lantheus Holdings, Inc.	4/25/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Larimar Therapeutics, Inc.	5/29/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
Laureate Education, Inc.	5/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Lazard, Inc.	5/9/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The increase in CEO pay was driven by a sizable one-time performance-based award amid a CEO transition. The award maintains certain positive features, but the share price sustainment period is short and may reward relatively short spikes in stock price. Additional concerns are raised surrounding the repeated use of one-time awards and annual LTI awards that lack performance-vesting criteria. Lastly, concerns are raised regarding the structure of the annual incentive program, which is heavily reliant on committee discretion and lacks several shareholder-friendly disclosures.	Yes	No	No
Lazydays Holdings, Inc.	6/10/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
LCI Industries	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
LCNB Corp.	4/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Lear Corporation	5/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Lee Enterprises, Incorporated	2/22/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
LegalZoom.com, Inc.	6/6/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Leggett & Platt, Incorporated	5/8/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
LendingClub Corporation	6/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
LendingTree, Inc.	6/12/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
LGI Homes, Inc.	4/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Liberty Broadband Corporation	6/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Liberty Latin America Ltd.	5/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Lifetime Brands, Inc.	6/20/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ligand Pharmaceuticals Incorporated	6/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Limbach Holdings, Inc.	6/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Limoneira Company	3/26/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Lincoln Educational Services Corporation	5/2/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Lincoln National Corporation	5/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Lindsay Corporation	1/9/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Liquidity Services, Inc.	2/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Lithia Motors, Inc.	4/23/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Littelfuse, Inc.	4/25/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
LivaNova PLC	6/11/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
LivaNova PLC	6/11/2024	Management	16	Approve Remuneration Report	For	For	For	For		No	No	No
Live Oak Bancshares, Inc.	5/21/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a poor pay practice. The company paid excessive cash severance to the Bank's former president upon his termination. In addition, the company continues to provide an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	No	No
Louisiana-Pacific Corporation	5/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
LSB Industries, Inc.	5/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Luxfer Holdings Plc	6/6/2024	Management	8	Approve Remuneration Report	For	For	For	For		No	No	No
Luxfer Holdings Plc	6/6/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
MACOM Technology Solutions Holdings, Inc.	3/7/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain an excise tax gross-up change-in-control provision.	Yes	Yes	No
MacroGenics, Inc.	5/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
MagnaChip Semiconductor Corporation	6/13/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Magnite, Inc.	6/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Maiden Holdings, Ltd.	5/6/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Mammoth Energy Services, Inc.	6/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ManpowerGroup Inc.	5/3/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Maravai LifeSciences Holdings, Inc.	5/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.	Yes	Yes	No
Marcus & Millichap, Inc.	5/2/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
MarineMax, Inc.	2/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
MarketAxess Holdings Inc.	6/5/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Marqeta, Inc.	6/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Marriott Vacations Worldwide Corporation	5/10/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Marten Transport, Ltd.	5/7/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
MasTec, Inc.	5/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Mastech Digital, Inc.	5/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The identified pay-for-performance misalignment has been mitigated at this time. The CEO's annual incentive bonus is primarily based on pre-set objective measures, and the CEO's below target payouts are aligned with performance. However, an AGAINST vote for this proposal is warranted given that the company paid significant severance for what the proxy describes as a resignation, which is considered a problematic practice.	Yes	No	No
MasterBrand, Inc.	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Matador Resources Company	6/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision.	Yes	Yes	No
Materion Corporation	5/9/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision.	Yes	Yes	No
Mativ Holdings, Inc.	4/24/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Matson, Inc.	4/25/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Mattel, Inc.	5/29/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Matterport, Inc.	6/10/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Maui Land & Pineapple Company, Inc.	5/15/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
MAXIMUS, Inc.	3/12/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
MaxLinear, Inc.	5/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
MDU Resources Group, Inc.	5/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
MeiraGTX Holdings Plc	6/6/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
Mercantile Bank Corporation	5/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Mercer International Inc.	5/31/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Merchants Bancorp	5/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that an NEO received an outsized bonus from an uncapped bonus structure.	Yes	No	No
MERCURY GENERAL CORPORATION	5/8/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Merit Medical Systems, Inc.	5/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Metallus Inc.	5/7/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Metropolitan Bank Holding Corp.	5/29/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain single-trigger and excise tax gross-up change-in-control provisions. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
MGE Energy, Inc.	5/21/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision.	Yes	Yes	No
MGIC Investment Corporation	4/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
MGP Ingredients, Inc.	5/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Mid Penn Bancorp, Inc.	5/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No



## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Middlesex Water Company	5/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently entered into new employment and CIC agreements with the CEO that provide for excessive severance payouts and excise tax gross-ups.	Yes	No	No
Midland States Bancorp, Inc.	5/6/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
MidWestOne Financial Group, Inc.	4/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided tax gross-up payments for the CEO's relocation perquisite.	Yes	Yes	No
Miller Industries, Inc.	6/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
MiMedx Group, Inc.	6/5/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Minerals Technologies Inc.	5/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Mirion Technologies, Inc.	6/4/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Mission Produce, Inc.	4/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
MISTRAS Group, Inc.	5/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Model N, Inc.	2/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ModivCare Inc.	6/11/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Moelis & Company	6/6/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Mohawk Industries, Inc.	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Montrose Environmental Group, Inc.	5/7/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the pay-for-performance misalignment is sufficiently mitigated at this time, the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, equity awards allow for auto-accelerated vesting upon a change in control and the company included multiple outsized peers within its selected peer group.	Yes	No	No
Moog Inc.	2/6/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Morphic Holding, Inc.	6/4/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Movado Group, Inc.	6/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Mr. Cooper Group Inc.	5/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
MRC Global Inc.	5/7/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
MSA Safety, Inc.	5/10/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Mueller Industries, Inc.	5/9/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Mueller Water Products, Inc.	2/28/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Murphy Oil Corporation	5/8/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Murphy USA Inc.	5/9/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
MVB Financial Corp.	5/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Myers Industries, Inc.	4/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
MYR Group Inc.	4/24/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Myriad Genetics, Inc.	6/6/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
N-able, Inc.	5/22/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Nabors Industries Ltd.	6/4/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
National Bank Holdings Corporation	5/1/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
National Bankshares, Inc.	5/14/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
National Fuel Gas Company	3/8/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
National HealthCare Corporation	5/9/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
National Presto Industries, Inc.	5/21/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
National Research Corporation	5/8/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
National Vision Holdings, Inc.	6/12/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Natural Gas Services Group, Inc.	6/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists, and sufficient mitigating factors have not been identified for the year in review. Although pay programs are entirely based on pre-set objective measures with disclosed goals, significant concerns are noted regarding the magnitude of interim CEO Taylor's cash retirement payments. Substantial cash payments upon a voluntary retirement are considered by many investors to be a problematic pay practice and Taylor's cash retirement payments alone exceeded the peer median CEO total pay.	Yes	No	No
Natural Grocers by Vitamin Cottage, Inc.	3/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Nature's Sunshine Products, Inc.	5/1/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
NBT Bancorp Inc.	5/21/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
nCino, Inc.	6/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided a tax gross-up payment for the CEO's life insurance perquisite. In addition, the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
NCR Atleos Corporation	5/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
NCR Voyix Corporation	5/29/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although the new CEO's employment agreement contains a guaranteed multi-year equity award provision, this is somewhat mitigated given that the fiscal 2024 equity awards are half performance-based.	No	No	No
Nektar Therapeutics	6/5/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Neinet, Inc.	5/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
NeoGenomics, Inc.	5/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted. The compensation committee did not demonstrate sufficient responsiveness to last year's low say-on-pay vote. In addition, the CEO's total pay for FY23 was relatively high, driven by an outsized total target LTI award value and a relatively high base salary, which further elevated his target and maximum bonus opportunities. Although annual incentives were predominantly based on objective financial metrics and the committee introduced performance-based LTI awards in FY23, the company failed to disclose any performance targets or specific results, hampering transparency into the incentive programs. In addition, the new performance-based RSUs are earned based on annually-measured targets, and NEOs' total LTI award mix remained majority time-based.	Yes	No	No
NETGEAR, Inc.	5/30/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. The former CEO received accelerated vesting of certain outstanding equity awards upon a retirement which was not clearly involuntary.	Yes	No	No
NetSol Technologies, Inc.	6/13/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of miscellaneous perquisites to the CEO. In addition, concerns are also raised with respect to the company's lack of risk mitigating provisions.	Yes	Yes	No
Neuronetics, Inc.	5/30/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
Nevro Corp.	5/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
New Jersey Resources Corporation	1/24/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Newell Brands Inc.	5/9/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
NewMarket Corporation	4/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Newpark Resources, Inc.	5/16/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
NL Industries, Inc.	5/16/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the company reports the allocable amount of cash compensation from the parent to each NEO, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics or factors, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.	Yes	No	No
nLIGHT, Inc.	6/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
NMI Holdings, Inc.	5/9/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Noodles & Company	5/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Northern Oil and Gas, Inc.	5/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Several special equity awards drove CEO pay to more than double the peer median for the year in review. While the majority of the special grants were performance-based, a sizable portion was time-vesting and the proxy does not indicate that these grants were meant to cover multiple years of equity. Moreover, a portion of the company's equity awards are based on the committee's discretionary assessment of performance, with limited disclosure of the considerations.	Yes	No	No
Northfield Bancorp, Inc.	5/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Northrim Bancorp, Inc.	5/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Northwest Bancshares, Inc.	4/18/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Northwest Natural Holding Company	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Northwest Pipe Company	6/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
NorthWestern Energy Group, Inc.	4/26/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Norwegian Cruise Line Holdings Ltd.	6/13/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
NOV Inc.	5/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Nu Skin Enterprises, Inc.	6/5/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Nuvalent, Inc.	6/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
NV5 Global, Inc.	6/18/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
O-I Glass, Inc.	5/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Oceaneering International, Inc.	5/10/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
OceanFirst Financial Corp.	5/21/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ocwen Financial Corporation	5/28/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
OFG Bancorp	5/8/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
OGE Energy Corp.	5/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Oil States International, Inc.	5/7/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Old National Bancorp	5/15/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Old Republic International Corporation	5/23/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Old Second Bancorp, Inc.	5/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Olema Pharmaceuticals, Inc.	6/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ollie's Bargain Outlet Holdings, Inc.	6/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Olo Inc.	6/20/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Olympic Steel, Inc.	5/3/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Omnicell, Inc.	5/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
ONE Gas, Inc.	5/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
OneSpan Inc.	6/7/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual incentives are primarily based on pre-set financial metrics, with below-target payouts in line with performance, CEO Moynahan received an annual-cycle equity award which was primarily time-vesting as well as a large special performance-based award. Moreover, PSUs under both awards utilize annual performance periods with metrics which overlap with the annual incentive.	Yes	No	No
OneSpaWorld Holdings Limited	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Onto Innovation Inc.	5/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ooma, Inc.	6/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Open Lending Corporation	5/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Opendoor Technologies Inc.	6/14/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
OPENLANE, Inc.	6/7/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Oportun Financial Corporation	6/26/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Optical Cable Corporation	3/26/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
OptimizeRx Corporation	6/5/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
Option Care Health, Inc.	5/15/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
OraSure Technologies, Inc.	5/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Organogenesis Holdings Inc.	6/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO an inordinate amount of auto-related perquisites. * The company provided tax gross-up payment for the CEO's auto-related perquisite. * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Organon & Co.	6/4/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Origin Bancorp, Inc.	4/24/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Orion Group Holdings, Inc.	5/16/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Orion S.A.	6/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Ormat Technologies, Inc.	5/8/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Orrstown Financial Services, Inc.	4/30/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements with certain executives that contain modified single-trigger severance provisions, equity award arrangements provide for automatic accelerated vesting upon a change-in-control, and the company maintains legacy excise tax gross-up payments with the CEO.	Yes	Yes	No
Orthofix Medical Inc.	6/18/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
OrthoPediatics Corp.	5/24/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Oscar Health, Inc.	6/6/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Oshkosh Corporation	5/7/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Otter Tail Corporation	4/8/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Owens & Minor, Inc.	5/9/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Pacific Biosciences of California, Inc.	6/18/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Pacific Premier Bancorp, Inc.	5/13/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Pacira Biosciences, Inc.	6/11/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Pactiv Evergreen Inc.	6/5/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Palomar Holdings, Inc.	5/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Papa John's International, Inc.	5/2/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
PAR Technology Corporation	6/3/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Park National Corporation	4/22/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Parsons Corporation	4/16/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Patrick Industries, Inc.	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Patterson-UTI Energy, Inc.	6/6/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Payoneer Global Inc.	5/30/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PBF Energy Inc.	4/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PCB Bancorp	5/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PDF Solutions, Inc.	6/18/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Peabody Energy Corporation	5/9/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Peapack-Gladstone Financial Corporation	4/30/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Pediatric Medical Group, Inc.	5/9/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Pegasystems Inc.	6/18/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PennyMac Financial Services, Inc.	6/5/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Penumbra, Inc.	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Peoples Bancorp Inc.	4/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Peoples Financial Services Corp.	5/11/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Perdoceo Education Corporation	5/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Perficient, Inc.	5/29/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Perrigo Company plc	5/2/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PetIQ, Inc.	6/7/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Photronics, Inc.	3/27/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Phreesia, Inc.	6/26/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PHX Minerals Inc.	5/16/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Pilgrim's Pride Corporation	5/1/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Pinnacle Financial Partners, Inc.	4/23/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Piper Sandler Companies	5/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Pitney Bowes Inc.	5/6/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Pixelworks, Inc.	5/13/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Planet Fitness, Inc.	4/30/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Playa Hotels & Resorts N.V.	5/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
PlayAGS, Inc.	6/21/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
Plexus Corp.	2/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
PMV Pharmaceuticals, Inc.	6/6/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PNM Resources, Inc.	6/4/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Polaris Inc.	4/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Popular, Inc.	5/9/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Portillo's Inc.	6/3/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Portland General Electric Company	4/19/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Post Holdings, Inc.	1/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Potbelly Corporation	5/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Powell Industries, Inc.	2/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PowerSchool Holdings, Inc.	5/2/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PRA Group, Inc.	6/13/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Preferred Bank	5/30/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Premier Financial Corp.	4/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PriceSmart, Inc.	2/1/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Primerica, Inc.	5/8/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Primoris Services Corporation	5/1/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Privia Health Group, Inc.	5/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
ProAssurance Corporation	5/22/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PROG Holdings, Inc.	5/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Progress Software Corporation	5/9/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
ProPetro Holding Corp.	4/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Prosperity Bancshares, Inc.	4/16/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the recently modified CEO employment agreement provides for problematic single-trigger cash severance.	Yes	No	No
Protagonist Therapeutics, Inc.	6/20/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Prothena Corporation plc	5/14/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Proto Labs, Inc.	5/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Provident Financial Services, Inc.	4/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PubMatic, Inc.	5/31/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Pulmonx Corporation	5/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Puma Biotechnology, Inc.	6/18/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain excise tax gross-up and excessive severance payout basis change-in-control provisions. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Pure Cycle Corporation	1/17/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PVH Corp.	6/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Q2 Holdings, Inc.	6/11/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
QCR Holdings, Inc.	5/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Quaker Houghton	5/8/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Qualys, Inc.	6/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Quanex Building Products Corporation	2/27/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Quanterix Corporation	6/3/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
QuidelOrtho Corporation	5/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
R1 RCM Inc.	5/22/2024	Management	19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Radian Group Inc.	5/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
RadNet, Inc.	6/12/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Rafael Holdings, Inc.	1/10/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. In addition, the identified pay-for-performance misalignment has only been somewhat mitigated at this time. Although the CEO's bonuses are entirely discretionary, his total compensation significantly decreased due to not receiving equity awards for this year, making his total compensation more in line with the peer median and company performance.	Yes	Yes	No
Ramaco Resources, Inc.	6/26/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ramaco Resources, Inc.	6/26/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Rambus Inc.	4/25/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Range Resources Corporation	5/8/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ranpak Holdings Corp.	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. The identified pay-for-performance misalignment has been sufficiently mitigated at this time. Annual incentives are based on a preset objective measure and annual equity grants are performance-based. While the PRSUs have an annual performance period and utilize identical metrics as the STI program, the company has disclosed that beginning in FY2024, PRSUs will have a three-year performance period.	Yes	No	No
Rayonier Advanced Materials Inc.	5/15/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
RBB Bancorp	5/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
RE/MAX Holdings, Inc.	5/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Red Rock Resorts, Inc.	5/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO inordinate amounts of home/personal security benefits and the total amount of perquisite compensation for the CEO is deemed excessive.	Yes	No	No
Red Violet, Inc.	5/30/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
REGENXBIO Inc.	5/31/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Regional Management Corp.	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Relay Therapeutics, Inc.	6/3/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives lack pre-set performance criteria. While LTI awards introduced a performance equity component, there are concerns regarding the rigor of the performance goal and the relatively brief potential vesting duration of earned awards. Moreover, the magnitude of CEO Patel's annual equity award is large, particularly in the context of the company's negative TSR, and the number of shares underlying this award more than doubled year-over-year.	Yes	No	No
Relmada Therapeutics, Inc.	5/24/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Remitly Global, Inc.	6/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Renasant Corporation	4/23/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Repay Holdings Corporation	5/30/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Resideo Technologies, Inc.	6/5/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
REV Group, Inc.	2/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Revolution Medicines, Inc.	6/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
REX American Resources Corporation	6/11/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Reynolds Consumer Products Inc.	4/24/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
RGC Resources, Inc.	1/29/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company has change-in-control agreements that contain excessive severance payout basis; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * No specific performance goals were disclosed for certain performance-based awards under the company's short- and long-term incentive programs.	Yes	Yes	No
RH	6/27/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the concerns raised with regards to the excessive severance provision in legacy agreements, the company's lack of risk mitigating provisions, and the lack of performance metrics for long-term awards granted to certain NEOs in the most recent fiscal year.	Yes	Yes	No
Ribbon Communications Inc.	6/4/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Riley Exploration Permian, Inc.	5/10/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Riot Platforms, Inc.	6/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
RLI Corp.	5/2/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Rocket Pharmaceuticals, Inc	6/13/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Rocky Brands, Inc.	6/5/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Rogers Corporation	5/1/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Royal Gold, Inc.	5/23/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
RXO, Inc.	5/20/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ryder System, Inc.	5/3/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Ryerson Holding Corporation	4/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
S&T Bancorp, Inc.	5/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Safety Insurance Group, Inc.	5/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Saga Communications, Inc.	5/13/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
SAGE Therapeutics, Inc.	6/10/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Sally Beauty Holdings, Inc.	1/25/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
SandRidge Energy, Inc.	6/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Sandy Spring Bancorp, Inc.	5/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Sangamo Therapeutics, Inc.	6/4/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Sanmina Corporation	3/11/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
SB Financial Group, Inc.	4/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
ScanSource, Inc.	1/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Schneider National, Inc.	4/29/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Schnitzer Steel Industries, Inc.	1/30/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Scholar Rock Holding Corporation	6/27/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Schrodinger, Inc.	6/18/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Science Applications International Corporation	6/5/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Seacoast Banking Corporation of Florida	5/21/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
SEACOR Marine Holdings Inc.	6/4/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Sealed Air Corporation	5/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Select Medical Holdings Corporation	4/25/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Select Water Solutions, Inc.	5/8/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Selective Insurance Group, Inc.	5/1/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Sensata Technologies Holding Plc	6/11/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Sensata Technologies Holding Plc	6/11/2024	Management	13	Approve Director Compensation Report	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Sensient Technologies Corporation	4/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
SentinelOne, Inc.	6/27/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
Shake Shack Inc.	6/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Shenandoah Telecommunications Company	4/30/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Shoals Technologies Group, Inc.	5/2/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Shoe Carnival, Inc.	6/25/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Shore Bancshares, Inc.	5/30/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Shutterstock, Inc.	6/6/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
SI-BONE, Inc.	6/25/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Sierra Bancorp	5/22/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company uses above-median benchmarking for total compensation. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company provided the CEO an inordinate amount of auto-related perquisites.	Yes	Yes	No
Signet Jewelers Limited	6/28/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Silgan Holdings, Inc.	5/28/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Silicon Laboratories Inc.	4/18/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
SilverBow Resources, Inc.	5/29/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Silvercrest Asset Management Group Inc.	6/5/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Pay-for-performance concerns are underscored by a pay program that is not strongly performance-based. The CEO's base salary increased without a clear rationale, bonuses are discretionary and certain NEOs received outsized bonuses, and equity awards lack performance criteria. In addition, the CEO received a problematic large cash payment without sufficient rationale. Concerns are also raised with respect to the single-trigger equity vesting acceleration upon a change-in-control and the lack of risk mitigating provisions.	Yes	No	No
Simmons First National Corporation	4/23/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Simpson Manufacturing Co., Inc.	5/1/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Sinclair, Inc.	6/11/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
SiriusPoint Ltd.	5/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's relocation perquisite. Concerns are also raised with respect to the provision of excessive auto-related and life insurance perquisites.	Yes	Yes	No
SiteOne Landscape Supply, Inc.	5/7/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
SJW Group	6/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No



## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
SkyWest, Inc.	5/7/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Sleep Number Corporation	5/21/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
SLM Corporation	6/18/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
SM Energy Company	5/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
SMART Global Holdings, Inc.	2/9/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
SmartFinancial, Inc.	5/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Smartsheet Inc.	6/18/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Solaris Oilfield Infrastructure, Inc.	5/14/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
SolarWinds Corporation	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Sonic Automotive, Inc.	4/24/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Sonoco Products Company	4/17/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Sonos, Inc.	3/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
SoundThinking, Inc.	6/11/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Southern First Bancshares, Inc.	5/21/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company demonstrated poor responsiveness to shareholder concerns following the previous annual meeting's low say-on-pay support. In addition, concerns are raised as the company maintains legacy agreements with certain executives that contain a modified single-trigger change-in-control provision.	Yes	No	No
Southside Bancshares, Inc.	5/15/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Southwest Gas Holdings, Inc.	5/2/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
SpartanNash Company	5/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Sportsman's Warehouse Holdings, Inc.	5/30/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
SpringWorks Therapeutics, Inc.	5/16/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although disclosure of performance results is lacking, annual incentives were predominantly based on pre-set objective goals and a majority of the CEO's annual LTI awards were in the form of options, which are generally considered more strongly performance-based at clinical-stage biotechnology companies. However, the compensation committee's decision to grant supplemental equity awards to the NEOs because outstanding options were underwater undermines the alignment of executive pay with shareholder interests. The CEO's supplemental award, though entirely performance-conditioned, resulted in outsized equity award magnitude.	Yes	No	No
SPS Commerce, Inc.	5/16/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
SPX Technologies, Inc.	5/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
STAAR Surgical Company	6/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Standard Motor Products, Inc.	5/16/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Stellar Bancorp, Inc.	6/4/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Stepan Company	4/30/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Stericycle, Inc.	5/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Sterling Bancorp, Inc.	5/16/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the identified pay-for-performance misalignment has not been sufficiently mitigated at this time. Annual bonuses for other NEOs are largely discretionary, and although the CEO's base salary was significantly reduced mid-fiscal year, the CEO's base salary for the year in review remained outsized. In addition, equity awards granted to NEOs lack performance criteria.	Yes	No	No
Sterling Infrastructure, Inc.	5/9/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Steven Madden, Ltd.	5/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Stewart Information Services Corporation	5/8/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Stifel Financial Corp.	6/5/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Stoneridge, Inc.	5/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
StoneX Group Inc.	2/27/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Strategic Education, Inc.	4/24/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Stratus Properties Inc.	5/9/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Summit Materials, Inc.	5/21/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Sun Country Airlines Holdings, Inc.	6/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
SunCoke Energy, Inc.	5/16/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Supernus Pharmaceuticals, Inc.	6/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Surgery Partners, Inc.	6/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Surmodics, Inc.	2/8/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Sutro Biopharma, Inc.	6/6/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Sweetgreen, Inc.	6/13/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Sylvamo Corporation	5/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Synchronoss Technologies, Inc.	6/5/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Synovus Financial Corp.	4/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Tactile Systems Technology, Inc.	5/8/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Talos Energy Inc.	5/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Tandem Diabetes Care, Inc.	5/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Taylor Morrison Home Corporation	5/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
TechnipFMC plc	4/26/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
TechnipFMC plc	4/26/2024	Management	11	Approve Directors' Remuneration Report	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
TechTarget, Inc.	6/4/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. Concerns are also raised with regards to the inordinate amount of financial planning perquisites provided to the CEO, the auto-accelerated vesting of equity awards upon a change-in-control event, the company's lack of risk-mitigating provisions, and the lack of performance metrics for long-term awards granted in the most recent fiscal year.	Yes	No	No
TEGNA Inc.	4/24/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Tejon Ranch Co.	5/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Telephone and Data Systems, Inc.	5/22/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Telos Corporation	5/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Tenet Healthcare Corporation	5/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Tennant Company	5/1/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Teradata Corporation	5/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Terex Corporation	5/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Territorial Bancorp Inc.	5/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Tetra Tech, Inc.	2/29/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
TETRA Technologies, Inc.	5/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Texas Capital Bancshares, Inc.	4/16/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Texas Roadhouse, Inc.	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
The Aaron's Company, Inc.	5/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Andersons, Inc.	5/9/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The AZEK Company Inc.	3/1/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives are primarily based on pre-set objective metrics, and equity awards are half performance-conditioned with performance measured over a multi-year period. However, CEO pay increased by 25 percent year-over-year, without specific rationale. This included a significant increase in the target opportunity of the CEO's equity awards, contributing to the misalignment between pay and performance for the year in review. Further, while closing cycle goals and actual results are disclosed, forward-looking goals for PSUs are not provided.	Yes	No	No
The Bancorp, Inc.	5/29/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The Boston Beer Company, Inc.	5/7/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The Brink's Company	5/2/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
The Cheesecake Factory Incorporated	5/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The Chefs' Warehouse, Inc.	5/10/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Chemours Company	5/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The Duckhorn Portfolio, Inc.	1/19/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The Eastern Company	4/25/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The Ensign Group, Inc.	5/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The First Bancorp, Inc.	4/24/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The First Bancshares, Inc.	5/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a single-trigger change-in-control provision.	Yes	Yes	No
The First of Long Island Corporation	4/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The Goodyear Tire & Rubber Company	4/8/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Gorman-Rupp Company	4/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The Greenbrier Companies, Inc.	1/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Hackett Group, Inc.	5/2/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The Lovesac Company	6/11/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The Manitowoc Company, Inc.	5/7/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Marcus Corporation	5/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The Middleby Corporation	5/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The ODP Corporation	4/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Pennant Group, Inc.	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the bonus pool is primarily determined by a financial metric, annual bonuses incorporate significant committee discretion. In addition, while long-term incentives were entirely in stock options, which do require stock price appreciation in order to gain value, NEOs' equity awards do not require the achievement of pre-set performance criteria in order to vest.	Yes	No	No
The RMR Group Inc.	3/27/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
The Shyft Group, Inc.	5/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The St. Joe Company	5/14/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The Timken Company	5/3/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Vita Coco Company, Inc.	6/4/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The Wendy's Company	5/21/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The Western Union Company	5/17/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The York Water Company	5/6/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Thyrv Holdings, Inc.	6/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Tile Shop Holdings, Inc.	6/18/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Timberland Bancorp, Inc.	1/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Titan International, Inc.	6/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:- The company maintains legacy agreements that contain a modified single-trigger change-in-control provision.- The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.- The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.- The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's failed say-on-pay support.	Yes	No	No
Titan Machinery Inc.	6/3/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Toll Brothers, Inc.	3/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Tompkins Financial Corporation	5/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
TopBuild Corp.	4/29/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Topgolf Callaway Brands Corp.	5/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
TowneBank	5/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Travel + Leisure Co.	5/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Travelzoo	4/26/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Tredegar Corporation	5/9/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
TreeHouse Foods, Inc.	4/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Trex Company, Inc.	5/7/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Tri Pointe Homes, Inc.	4/17/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
TriCo Bancshares	5/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
TriMas Corporation	5/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
TriNet Group, Inc.	5/23/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Trinity Industries, Inc.	5/20/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Trinseo Plc	6/26/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
TripAdvisor, Inc.	6/11/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Triumph Financial, Inc.	4/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
TruBridge, Inc.	5/9/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
TrueBlue, Inc.	5/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
TrueCar, Inc.	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
TrustCo Bank Corp NY	5/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the problematic provision of tax gross-ups on certain executives' benefits and perquisites.	Yes	Yes	No
Trustmark Corporation	4/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
TTM Technologies, Inc.	5/8/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Turning Point Brands, Inc.	5/1/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Turtle Beach Corporation	6/11/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Tutor Perini Corporation	5/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Twist Bioscience Corporation	2/6/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
U.S. Silica Holdings, Inc.	5/9/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
UFP Industries, Inc.	4/24/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
UFP Technologies, Inc.	6/5/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
UGI Corporation	1/26/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Ultra Clean Holdings, Inc.	5/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
UMB Financial Corporation	4/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
UniFirst Corporation	1/9/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Unisys Corporation	5/1/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
United Bankshares, Inc.	5/15/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
United Community Banks, Inc.	5/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
United Fire Group, Inc.	5/15/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
United States Cellular Corporation	5/21/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
United States Steel Corporation	4/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Unitil Corporation	5/1/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Unity Bancorp, Inc.	4/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single-trigger change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Universal Display Corporation	6/20/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Pay programs were primarily performance-based with disclosed STI goals and PSUs utilize a multi-year performance period. However, the maximum goal for the most heavily-weighted STI metric was set below the prior year's actual performance without a corresponding pay reduction or rationale for the specific goal-setting, and the metric was achieved above target. Additionally, the proxy does not disclose any forward-looking LTI goals, the maximum PSU vesting opportunity is high and the CEO's equity grant value is relatively large, particularly in the context of negative three-year TSR. Lastly, the company maintains legacy agreements that contain an excise tax gross-up change-in-control provision.	Yes	No	No
Universal Electronics Inc.	6/11/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100. Concerns are raised with respect to the company's long-term incentive program as fiscal 2023 equity awards were entirely time-vesting, and there was a large increase in underlying shares in connection with equity awards. These concerns are somewhat mitigated at this time as annual incentives were primarily based on pre-set objective measures and did not pay out when goals were unmet. Moreover, the company introduced performance-based equity awards in 2024. However, a vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain modified single-trigger and excise tax gross-up change-in-control provisions.	Yes	Yes	No
Universal Insurance Holdings, Inc.	6/13/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Universal Stainless & Alloy Products, Inc.	5/8/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Universal Technical Institute, Inc.	3/7/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Univest Financial Corporation	4/25/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Upbound Group, Inc.	6/4/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Upland Software, Inc.	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Upwork Inc.	6/7/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Urban Outfitters, Inc.	6/5/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
USANA Health Sciences, Inc.	5/6/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Usio, Inc.	6/18/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
Utah Medical Products, Inc.	5/3/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
V2X, Inc.	5/9/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Valaris Limited	6/12/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Valmont Industries, Inc.	5/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Valvoline Inc.	1/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Vanda Pharmaceuticals Inc.	5/17/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Varex Imaging Corporation	2/8/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Varonis Systems, Inc.	6/3/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Veeco Instruments Inc.	5/9/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Vera Bradley, Inc.	5/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Veracyte, Inc.	6/12/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Verastem, Inc.	5/23/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.	No	No	No
Vericel Corporation	5/1/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Veritex Holdings, Inc.	5/15/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Verra Mobility Corporation	5/21/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Vertex, Inc.	6/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Viad Corp	5/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Victory Capital Holdings, Inc.	5/8/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Viking Therapeutics, Inc.	5/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Vimeo, Inc.	5/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Virtu Financial, Inc.	6/6/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Virtus Investment Partners, Inc.	5/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
Vishay Intertechnology, Inc.	5/21/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Vishay Precision Group, Inc.	5/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Visteon Corporation	6/6/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Vital Energy, Inc.	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Vizio Holding Corp.	6/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Vontier Corporation	5/28/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Voya Financial, Inc.	5/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Voyager Therapeutics, Inc.	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
VSE Corporation	5/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Wabash National Corporation	5/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
WaFd, Inc.	2/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Walker & Dunlop, Inc.	5/2/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Warby Parker Inc.	6/7/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Warrior Met Coal, Inc.	4/25/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Warrior Met Coal, Inc.	4/25/2024	Management	23	Advisory Vote to Ratify Named Executive Officers' Compensation	None	For	For	For		No	No	No
Washington Trust Bancorp, Inc.	4/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Waterstone Financial, Inc.	5/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Watts Water Technologies, Inc.	5/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Weatherford International plc	6/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Webster Financial Corporation	4/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Wesbanco, Inc.	4/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
WESCO International, Inc.	5/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
West Bancorporation, Inc.	4/25/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Westamerica Bancorporation	4/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Western Alliance Bancorporation	6/12/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Western New England Bancorp, Inc.	5/9/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Westwood Holdings Group, Inc.	5/1/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
White Mountains Insurance Group, Ltd.	5/23/2024	Management	5	Approval of Advisory Resolution on Executive Compensation.	For	For	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.	Yes	Yes	No
WideOpenWest, Inc.	5/9/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Willdan Group, Inc.	6/13/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Wingstop Inc.	5/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Winmark Corporation	4/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Wintrust Financial Corporation	5/23/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
WisdomTree, Inc.	6/12/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
WisdomTree, Inc.	6/12/2024	Management	28	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Wolverine World Wide, Inc.	5/2/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided inordinate amounts of tax equalization benefits to an NEO and financial planning perquisites to the CEO. As a result, the total amount of perquisite compensation for the executives is deemed excessive.	Yes	Yes	No
Woodward, Inc.	1/24/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation January through June 2024 in comparison with ISS Recommendations and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
World Kinect Corporation	6/6/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
WSFS Financial Corporation	5/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Wyndham Hotels & Resorts, Inc.	4/19/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
X4 Pharmaceuticals, Inc.	6/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Xencor, Inc.	6/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Xeris Biopharma Holdings, Inc.	6/5/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
XPEL, Inc.	6/5/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
XPO, Inc.	5/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Yelp Inc.	6/13/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Yext, Inc.	6/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ziff Davis, Inc.	5/7/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ZimVie Inc.	5/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Zions Bancorporation, N.A.	4/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ZipRecruiter, Inc.	6/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
ZoomInfo Technologies Inc.	5/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Zumiez Inc.	6/5/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Zurn Elkay Water Solutions Corporation	5/2/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
3M Company	05/14/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
A. O. Smith Corporation	04/09/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Abbott Laboratories	04/26/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
AbbVie Inc.	05/03/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Acadia Healthcare Company, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Accenture plc	01/31/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisite. Further, the total amount of perquisite compensation for the CEO is deemed excessive.	Yes	Yes	No
Acuity Brands, Inc.	01/24/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Adobe Inc.	04/17/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
ADT Inc.	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Advance Auto Parts, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Advanced Micro Devices, Inc.	05/08/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
AECOM	03/19/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Affiliated Managers Group, Inc.	05/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Aflac Incorporated	05/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
AGCO Corporation	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Agilent Technologies, Inc.	03/14/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
agilon health, inc.	05/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Agree Realty Corporation	05/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No



## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Air Lease Corporation	05/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The compensation committee demonstrated sufficient responsiveness to last year's low vote result. The committee took actions to address ongoing goal rigor concerns, both within the FY23 annual bonus program and for FY24. However, a vote AGAINST this proposal is warranted because the company provided excessive personal use of corporate aircraft and life insurance perquisites to certain executives.	Yes	Yes	No
Air Products and Chemicals, Inc.	01/25/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Airbnb, Inc.	06/05/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of miscellaneous perquisites to certain executives. In addition, the company did not condition the vesting of NEOs' long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Akamai Technologies, Inc.	05/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Alaska Air Group, Inc.	05/09/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Alcoa Corporation	05/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Alexandria Real Estate Equities, Inc.	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Align Technology, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Allegion Plc	06/06/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Alliant Energy Corporation	05/17/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Allison Transmission Holdings, Inc.	05/08/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ally Financial Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Alnylam Pharmaceuticals, Inc.	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Altria Group, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Amazon.com, Inc.	05/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	While a pay-for-performance misalignment was identified for the year in review and certain concerns remain surrounding the company's pay program structure, as no portion of NEO compensation is directly tied to the achievement of pre-set performance criteria, certain mitigating factors have been identified. Specifically, it is recognized that FY23 pay for all NEOs was relatively low, consisting only of a base salary and certain perquisites. In addition, no equity awards were provided to NEOs in FY23, following relatively large grants made to certain NEOs during the prior fiscal year. However, following consecutive years of relatively low support for this proposal, the compensation committee demonstrated limited responsiveness to certain shareholders' concerns. The compensation committee engaged with shareholders, disclosed specific feedback, and provided enhanced disclosure surrounding the current pay program design and philosophy. While this greater transparency into the committee's rationale for its pay practices is recognized, the company did not make material changes to the pay program to address certain shareholder concerns. Although the company has demonstrated a degree of responsiveness by addressing certain shareholders questions, the lack of actions taken in respect to certain areas of concern falls short of adequate responsiveness. Moreover, concerns remain with respect to the inordinate amount of security-related perquisite provided to certain executives	Yes	No	No
Ameren Corporation	05/09/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
American Electric Power Company, Inc.	04/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
American Express Company	05/06/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
American Financial Group, Inc.	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
American Homes 4 Rent	05/10/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
American International Group, Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
American Tower Corporation	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
American Water Works Company, Inc.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Americold Realty Trust	05/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Ameriprise Financial, Inc.	04/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
AMETEK, Inc.	05/07/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Amgen Inc.	05/31/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Amphenol Corporation	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Analog Devices, Inc.	03/13/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Annaly Capital Management, Inc.	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Half of LTI awards vest based on clearly-disclosed multi-year goals and the relative metric targets outperformance. However, there are significant concerns surrounding the corporate scorecard used to determine incentive awards. The structure is overly complex, and the minimum hurdle required to receive a payout does not appear meaningful. Concerns are heightened in the context of a relatively large cash incentive opportunity for the CEO and a target LTI opportunity which increased amid sustained TSR underperformance. While certain FY24 pay program commitments disclosed in a supplemental filing aimed at addressing pay program complexity and rigor appear positive, the commitments do not sufficiently mitigate concerns identified for the year in review.	Yes	No	No
ANSYS, Inc.	06/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Antero Midstream Corporation	06/05/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Aon Plc	06/21/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Apple Inc.	02/28/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Applied Materials, Inc.	03/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
AptarGroup, Inc.	05/01/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Aptiv PLC	04/24/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Aramark	01/30/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Arch Capital Group Ltd.	05/09/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Archer-Daniels-Midland Company	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.	Yes	Yes	No
Arista Networks, Inc.	06/07/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Armstrong World Industries, Inc.	06/13/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Arrow Electronics, Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Arthur J. Gallagher & Co.	05/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Ashland Inc.	01/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Assurant, Inc.	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Assured Guaranty Ltd.	05/02/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
AT&T Inc.	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Atmos Energy Corporation	02/07/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Atmus Filtration Technologies, Inc.	05/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
AutoNation, Inc.	04/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
AvalonBay Communities, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Avantor, Inc.	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Avery Dennison Corporation	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Avis Budget Group, Inc.	05/22/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Axalta Coating Systems Ltd.	06/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Axis Capital Holdings Limited	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Axon Enterprise, Inc.	05/10/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay to CEO Smith was negligible in FY23, other NEOs received sizable time-vesting stock awards in connection with their respective promotions. Further, NEOs also received contingent stock grants which may be replaced with performance awards if the stock plan is approved, but which represent a minority of their total equity grants. Lastly, grant values were considered to be excessive for the year in review, with each non-CEO NEO receiving grants near or in excess of median CEO pay at peers.	Yes	No	No
Azenta, Inc.	01/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Baker Hughes Company	05/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Ball Corporation	04/24/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Bank of America Corporation	04/24/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.	Yes	Yes	No
Bank OZK	05/06/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Bath & Body Works, Inc.	06/27/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Baxter International Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Becton, Dickinson and Company	01/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Berry Global Group, Inc.	02/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Best Buy Co., Inc.	06/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Biogen Inc.	06/20/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
BioMarin Pharmaceutical Inc.	05/21/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
BJ's Wholesale Club Holdings, Inc.	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
BlackRock, Inc.	05/15/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Block, Inc.	06/18/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
BOK Financial Corporation	04/30/2024	Management	19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Booking Holdings Inc.	06/04/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
BorgWarner Inc.	04/24/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Boston Properties, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Specifically, a significant portion of annual incentives are tied to non-formulaic business and individual goals. Furthermore, the relative TSR metric in the LTI program targets median performance, while absolute TSR targets still allow for a sizeable amount to vest in the event of negative performance.	Yes	No	No
Boston Scientific Corporation	05/02/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Boyd Gaming Corporation	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Bright Horizons Family Solutions, Inc.	06/05/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Brighthouse Financial, Inc.	06/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Bristol-Myers Squibb Company	05/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Brixmor Property Group Inc.	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Broadcom Inc.	04/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Brown & Brown, Inc.	05/08/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Brucker Corporation	05/30/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision.	Yes	Yes	No
Brunswick Corporation	05/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Builders FirstSource, Inc.	06/04/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Burlington Stores, Inc.	05/22/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
BWX Technologies, Inc.	05/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
C.H. Robinson Worldwide, Inc.	05/09/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Cadence Design Systems, Inc.	05/02/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Caesars Entertainment, Inc.	06/11/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Camden Property Trust	05/10/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Capital One Financial Corporation	05/02/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Carlisle Companies Incorporated	05/01/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Carnival Corporation	04/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Carnival Corporation	04/05/2024	Management	14	Approve Directors' Remuneration Report (in Accordance with Legal Requirements Applicable to UK Companies)	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Carrier Global Corporation	04/18/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Carter's, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Catalent, Inc.	01/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Caterpillar, Inc.	06/12/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Cboe Global Markets, Inc.	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for the CEO's relocation perquisite.	Yes	Yes	No
CBRE Group, Inc.	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
CCC Intelligent Solutions Holdings Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
CDW Corporation	05/21/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Cencora, Inc.	03/12/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Centene Corporation	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
CenterPoint Energy, Inc.	04/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted because the company provided excessive perquisites to the CEO and certain other executives.	Yes	Yes	No
Certara, Inc.	05/21/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
CF Industries Holdings, Inc.	04/18/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Charles River Laboratories International, Inc.	05/08/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Chemed Corporation	05/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Cheniere Energy, Inc.	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Chesapeake Energy Corporation	06/06/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Chevron Corporation	05/29/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.	Yes	Yes	No
Chipotle Mexican Grill, Inc.	06/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Choice Hotels International, Inc.	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Chubb Limited	05/16/2024	Management	31	Approve Remuneration Report	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Chubb Limited	05/16/2024	Management	32	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Church & Dwight Co., Inc.	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Churchill Downs Incorporated	04/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Ciena Corporation	03/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Cincinnati Financial Corporation	05/04/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Citigroup Inc.	04/30/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Citizens Financial Group, Inc.	04/25/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Performance year pay was in directional alignment with declining company performance and the majority of LTI awards are based on multi-year performance. However, there are significant concerns regarding the impact of discretion in determining annual incentives for the year in review. Additionally, the proxy lacks key disclosures which are generally considered best practice, including pre-set weightings for metrics and considerations. These concerns are particularly heightened in a year in which a quantitative pay-for-performance misalignment is identified.	Yes	No	No
Clarivate Plc	05/07/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Clean Harbors, Inc.	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No



## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Cleveland-Cliffs Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Cloudflare, Inc.	06/04/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of personal use of corporate aircraft perquisites to the CEO. Additionally, concerns are raised as FY23 compensation for NEOs consisted primarily of large time-vesting restricted shares, with FY23 incentive programs lacking objective performance metrics and quantified goals. Furthermore, the concerns surrounding the grants are magnified, particularly for two NEOs, as it comes only one year after receiving large performance stock option awards.	Yes	No	No
CME Group Inc.	05/09/2024	Management	19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
CMS Energy Corporation	05/03/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
CNA Financial Corporation	05/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Cognex Corporation	05/01/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Though the annual bonus payout was reasonable for the year in review, the program has a potential for payments significantly above target. These potential above-target payments also appear to be based solely on the compensation committee's discretion. Further, though the performance criterion in the annual equity program is rigorous and is measured over a multi-year period, a significant majority of the annual equity grant does not utilize pre-set performance criteria.	Yes	No	No
Cognizant Technology Solutions Corporation	06/04/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Colgate-Palmolive Company	05/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Columbia Banking System, Inc.	05/08/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company made problematic payments in lieu of severance to an NEO without providing a rationale as to why the NEO would have been entitled to such severance benefits when the NEO continued employment.	Yes	No	No
Comcast Corporation	06/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Comerica Incorporated	04/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision. In addition, an inordinate amount of aggregate perquisites were provided to the CEO.	Yes	Yes	No
Commerce Bancshares, Inc.	04/17/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Concentrix Corporation	03/21/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
ConocoPhillips	05/14/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Consolidated Edison, Inc.	05/20/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Constellation Energy Corporation	04/30/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Core & Main, Inc.	06/26/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided tax gross-up payment for the CEO's life insurance perquisite. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Corning Incorporated	05/02/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Corpay, Inc.	06/06/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Corteva, Inc.	04/26/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
CoStar Group, Inc.	06/06/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Costco Wholesale Corporation	01/18/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Coterra Energy Inc.	05/01/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Coupage, Inc.	06/13/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO inordinate amounts of financial planning perquisites and aggregate perquisites. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company does not disclose any pre-set metrics and goals for the other NEOs' bonus and equity awards.	Yes	Yes	No
Cousins Properties Incorporated	04/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Crane Company	04/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Credit Acceptance Corporation	06/05/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Crocs, Inc.	06/04/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
CrowdStrike Holdings, Inc.	06/18/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Crown Castle Inc.	05/22/2024	Management	20	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Crown Castle Inc.	05/22/2024	Management	44	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Crown Holdings, Inc.	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
CSX Corporation	05/08/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
CubeSmart	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Cullen/Frost Bankers, Inc.	04/24/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive amount of security-related benefits to the CEO.	Yes	Yes	No
Cummins Inc.	05/14/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Curtiss-Wright Corporation	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted because: * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company provided the CEO inordinate amounts of auto-related perquisites and financial planning perquisites.	Yes	Yes	No
CVS Health Corporation	05/16/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
D.R. Horton, Inc.	01/17/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Danaher Corporation	05/07/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Darling Ingredients Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Datadog, Inc.	06/05/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
DaVita Inc.	06/06/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and personal/home security perquisites to the CEO, as well as an excessive amount of total perquisite compensation.	Yes	Yes	No
Dayforce, Inc.	04/26/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Deere & Company	02/28/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Delta Air Lines, Inc.	06/20/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
DENTSPLY SIRONA Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Devon Energy Corporation.	06/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
DexCom, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Diamondback Energy, Inc.	06/06/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Dick's Sporting Goods, Inc.	06/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Digital Realty Trust, Inc.	06/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Discover Financial Services	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Docusign, Inc.	05/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Dollar General Corporation	05/29/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Dollar Tree, Inc.	06/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Dominion Energy, Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Domino's Pizza, Inc.	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
DoorDash, Inc.	06/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
DoubleVerify Holdings, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Dover Corporation	05/03/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Dow Inc.	04/11/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
DraftKings Inc.	05/13/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Driven Brands Holdings Inc.	05/09/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Dropbox, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of security-related perquisites.	Yes	Yes	No
DT Midstream, Inc.	05/10/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
DTE Energy Company	05/02/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Duke Energy Corporation.	05/09/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Dun & Bradstreet Holdings, Inc.	06/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
DuPont de Nemours, Inc.	06/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
EastGroup Properties, Inc.	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Eastman Chemical Company	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Eaton Corporation plc	04/24/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
eBay Inc.	06/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Ecolab Inc.	05/02/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted as the company provided tax gross-ups related payments to certain executives' perquisites.	Yes	Yes	No
Edison International	04/25/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Edwards Lifesciences Corporation	05/07/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Elanco Animal Health Incorporated	05/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Element Solutions Inc	06/04/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Elevance Health, Inc.	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Eli Lilly and Company	05/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
EMCOR Group, Inc.	06/06/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Emerson Electric Co.	02/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Encompass Health Corporation	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Entegris, Inc.	04/24/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Entergy Corporation	05/03/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Envista Holdings Corporation	05/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
EOG Resources, Inc.	05/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
EPAM Systems, Inc.	05/31/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
EPR Properties	05/29/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
EQT Corporation	04/17/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Equifax Inc.	05/02/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Equinix, Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Equitable Holdings, Inc.	05/22/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Equity LifeStyle Properties, Inc.	04/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Equity Residential	06/20/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
ESAB Corporation	05/09/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Essential Utilities, Inc.	05/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Essex Property Trust, Inc.	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Etsy, Inc.	06/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the annual incentive was based primarily on financial metrics, and the committee utilized discretion to reduce annual incentive payouts, there are noted design, disclosure, and magnitude concerns in the long-term incentive program. The CEO's total equity award value was large, driving relatively large total pay for the year in review, on the backdrop of TSR underperformance. Concerns surrounding these awards are magnified, as the majority of performance awards utilize a relatively short two-year period and forward-looking goals are not disclosed. Moreover, the majority of equity awards granted to NEOs other than the CEO were primarily time-based. Lastly, the company provided a tax gross-up payment for an executive's perquisite.	Yes	No	No
Euronet Worldwide, Inc.	05/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Evercore Inc.	06/18/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Everest Group, Ltd.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Energy, Inc.	05/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Eversource Energy	05/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Exact Sciences Corporation	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Exelixis, Inc.	05/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Exelon Corporation	04/30/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Expedia Group, Inc.	06/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Expeditors International of Washington, Inc.	05/07/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Extra Space Storage Inc.	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Exxon Mobil Corporation	05/29/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
F5, Inc.	03/14/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Fair Isaac Corporation	02/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Fastenal Company	04/25/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Federal Realty Investment Trust	05/01/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision.	Yes	Yes	No
Fidelity National Financial, Inc.	06/12/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Fidelity National Information Services, Inc.	06/05/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Fifth Third Bancorp	04/16/2024	Management	18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
First American Financial Corporation	05/21/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
First Citizens BancShares, Inc.	05/01/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Hawaiian, Inc.	04/24/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Horizon Corporation	04/23/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
First Industrial Realty Trust, Inc.	04/30/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
First Solar, Inc.	05/08/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
FirstEnergy Corp.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Fiserv, Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Five Below, Inc.	06/11/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No



## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Five9, Inc.	05/14/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although a pay-for-performance misalignment is mitigated for the year in review, the compensation committee was not fully responsive to shareholder concerns following a low say-on-pay vote result. In particular, shareholders noted concerns regarding one-time grants given to the CEO and other NEO grants in FY22, yet the compensation committee did not provide any safeguards or assurances regarding any potential future grants going forward, though it is noted that some positive changes were made to the annual pay programs in response to shareholder feedback.	Yes	No	No
Flowers Foods, Inc.	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Flowserve Corporation	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
FMC Corporation	04/30/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Ford Motor Company	05/09/2024	Management	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Fortinet, Inc.	06/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Fortive Corporation	06/04/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Fortune Brands Innovations, Inc.	05/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Freeport-McMoRan, Inc.	06/11/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
FTI Consulting, Inc.	06/05/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Gaming and Leisure Properties, Inc.	06/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.	Yes	Yes	No
Garmin Ltd.	06/07/2024	Management	18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Garmin Ltd.	06/07/2024	Management	19	Advisory Vote on the Swiss Statutory Compensation Report	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Gartner, Inc.	06/06/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Gates Industrial Corporation plc	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Gates Industrial Corporation plc	06/20/2024	Management	11	Approve Remuneration Report	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
GE Healthcare Technologies, Inc.	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
General Dynamics Corporation	05/01/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
General Electric Company	05/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
General Motors Company	06/04/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists, and sufficient mitigating factors have not been identified for the year in review. Although short-term incentives were primarily based on financial metrics, target goals were set below the prior year's target and actual performance and the STI then paid out above target. Furthermore, while long-term incentives were primarily performance-based, forward-looking goals for two of three metrics were not disclosed and the number of shares underlying equity awards significantly increased again, creating a windfall opportunity. Concerns are also raised with regards to the inordinate amount of personal use of corporate aircraft, life insurance, and financial planning perquisites provided to the CEO.	Yes	No	No
Genpact Limited	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Gentex Corporation	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Genuine Parts Company	04/29/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Gilead Sciences, Inc.	05/08/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
GitLab Inc.	06/11/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Global Payments Inc.	04/25/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Globe Life Inc.	04/25/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
GoDaddy Inc.	06/06/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Graco Inc.	04/26/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Grand Canyon Education, Inc.	06/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
GXO Logistics, Inc.	05/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Halliburton Company	05/15/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Harley-Davidson, Inc.	05/16/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites. Additionally, the compensation committee was sufficiently responsive to shareholders' concerns after last year's relatively low say-on-pay vote. However, an unmitigated pay-for-performance misalignment exists for the third successive year. While long-term incentives will implement a three-year performance period beginning with FY24 awards, FY23 grants continued to use annual performance periods with limited disclosure of goals, and the CEO received entirely time-vesting equity awards. In addition, the CEO received a sizable supplemental annual bonus opportunity which was fully earned, with limited disclosure of how the committee determined the award's magnitude, goals, and total achievement.	Yes	No	No
Hasbro, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
HashiCorp, Inc.	06/25/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists for the year under consideration, and certain positive factors identified in annual incentive program do not sufficiently mitigate the misalignment. CEO McJannet's total compensation nearly doubled year-over-year due to a relatively large equity award that was entirely time-vesting and was not accompanied by a compelling rationale.	Yes	No	No
Hawaiian Electric Industries, Inc.	05/13/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hayward Holdings, Inc.	05/30/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided tax gross-up payment for certain executives' relocation perquisite.	Yes	Yes	No
HCA Healthcare, Inc.	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Healthcare Realty Trust, Inc.	05/21/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Healthpeak Properties, Inc.	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
HEICO Corporation	03/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Hess Corporation	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. A pay-for-performance misalignment exists and mitigating factors have not been identified. Annual incentives are primarily based on pre-set metric categories, while long-term incentives are primarily performance-based and utilized a multi-year performance period with disclosed forward-looking goals. However, significant concern is noted regarding the lowering of STI and LTI goals for awards made during the year in review and the committee's approval of a relatively large, new STI payout adjustment. Generally, most STI metric targets were set below performance in the prior year and metrics were generally achieved above-target. The committee also incorporated a new strategic modifier into the STI program in FY23 and approved a sizable increase to STI payouts. In addition, while the prior relative TSR metric targeted outperformance, the new relative CAGR metric effectively targets merely median performance.	Yes	No	No
Hewlett Packard Enterprise Company	04/10/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Hexcel Corporation	05/02/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
HF Sinclair Corporation	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Hilton Worldwide Holdings Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted due to the large magnitude of corporate aircraft-related perquisite provided to the CEO.	Yes	Yes	No
Hologic, Inc.	03/07/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Honeywell International Inc.	05/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Host Hotels & Resorts, Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Howard Hughes Holdings Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Howmet Aerospace Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
HP Inc.	04/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Hubbell Incorporated	05/07/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
HubSpot, Inc.	06/11/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Humana Inc.	04/18/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Huntington Bancshares Incorporated	04/17/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Huntington Ingalls Industries, Inc.	05/01/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Huntsman Corporation	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Hyatt Hotels Corporation	05/15/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
IAC Inc.	06/11/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO inordinate amounts of personal use of corporate aircraft perquisites and the total amount of perquisite compensation for the CEO is deemed excessive.	Yes	Yes	No
ICU Medical, Inc.	05/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
IDACORP, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company uses above-median benchmarking for base salary, short-term incentives, long-term incentives, and total compensation. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
IDEX Corporation	05/07/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
IDEXX Laboratories, Inc.	05/06/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Illinois Tool Works Inc.	05/03/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Illumina, Inc.	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Incyte Corporation	06/12/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST the proposal is warranted as the company continues to provide tax gross-up payment for the CEO's financial planning perquisite.	Yes	Yes	No
Ingersoll Rand Inc.	06/13/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Ingredion Incorporated	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Insulet Corporation	05/22/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Integra LifeSciences Holdings Corporation	05/09/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Intel Corporation	05/07/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Intercontinental Exchange, Inc.	05/17/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
International Business Machines Corporation	04/30/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
International Paper Company	05/13/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Intuit Inc.	01/18/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Intuitive Surgical, Inc.	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Invesco Ltd.	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Invitation Homes, Inc.	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
IPG Photonics Corporation	06/18/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
IQVIA Holdings Inc.	04/16/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Iridium Communications Inc.	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Iron Mountain Incorporated	05/30/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
ITT Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
J.B. Hunt Transport Services, Inc.	04/25/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Jabil Inc.	01/25/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Jacobs Solutions, Inc.	01/24/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Janus Henderson Group Plc	05/01/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Jefferies Financial Group Inc.	03/28/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Johnson & Johnson	04/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Johnson Controls International plc	03/13/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Jones Lang LaSalle Incorporated	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
JPMorgan Chase & Co.	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Juniper Networks, Inc.	06/04/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
KBR, Inc.	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Kemper Corporation	05/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Kenvue Inc.	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Keurig Dr Pepper Inc.	06/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
KeyCorp	05/09/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Keysight Technologies, Inc.	03/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Kilroy Realty Corporation	05/22/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The committee demonstrated adequate responsiveness to last year's low vote results. There are concerns regarding STI structure and disclosure, and the LTI structure raises additional concerns. However, the quantitative pay-for-performance misalignment is mitigated for the year in review, in light of positive changes for 2024. Specifically, for 2024, the new CEO's compensation levels are significantly lower than Kilroy's levels for 2023, and the proxy discloses meaningful improvements to the STI program, though shareholders may expect additional pay program refinements going forward. However, a vote AGAINST this proposal is warranted, due to the sizable cash payment John Kilroy became entitled to in connection with his retirement in early 2024. The now-former CEO received a sizable cash payment of over \$16 million, which is akin to cash severance. Material cash payments made in connection with a retirement are not the market norm and are considered problematic. Furthermore, concerns are raised with respect to the large automobile- and life insurance- related perquisites provided to the CEO.	Yes	No	No
Kimberly-Clark Corporation	05/02/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Kimco Realty Corporation	05/07/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Kinder Morgan, Inc.	05/08/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Kinsale Capital Group, Inc.	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Kirby Corporation	04/26/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay-for-performance misalignment concerns are sufficiently mitigated given substantial additional disclosure by the company and the forward-looking changes to the LTI program, an NEO received a problematic cash payment upon her voluntary retirement. While modest cash payments in exchange for restrictive covenants may be viewed as reasonable, the magnitude of this retirement payment was considered to be excessive.	Yes	No	No



## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Knight-Swift Transportation Holdings Inc.	05/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
L3Harris Technologies, Inc.	04/19/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Laboratory Corporation of America Holdings	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Las Vegas Sands Corp.	05/09/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Lattice Semiconductor Corporation	05/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Lazard, Inc.	05/09/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The increase in CEO pay was driven by a sizable one-time performance-based award amid a CEO transition. The award maintains certain positive features, but the share price sustainment period is short and may reward relatively short spikes in stock price. Additional concerns are raised surrounding the repeated use of one-time awards and annual LTI awards that lack performance-vesting criteria. Lastly, concerns are raised regarding the structure of the annual incentive program, which is heavily reliant on committee discretion and lacks several shareholder-friendly disclosures.	Yes	No	No
Lear Corporation	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Leggett & Platt, Incorporated	05/08/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Leidos Holdings, Inc.	04/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Lennar Corporation	04/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Lennox International Inc.	05/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the excessive amount of relocation perquisite provided to the CEO and due to further concerns regarding the size of the total amount of perquisite that was paid to the CEO during the fiscal year.	Yes	Yes	No
Liberty Broadband Corporation	06/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Liberty Media Corporation	06/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Lincoln Electric Holdings, Inc.	04/19/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Lincoln National Corporation	05/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Lithia Motors, Inc.	04/23/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Littelfuse, Inc.	04/25/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Live Nation Entertainment, Inc.	06/13/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST the proposal is warranted. Following a failed say-on-pay vote result, the company did not make any substantial changes to the pay program in response to shareholder concerns. Additionally, one NEO received a massive one-time grant of similar structure to previous grants to other executives, which does not require sustained stock price outperformance in order to vest. While CEO pay and performance were largely aligned for the year in review, certain concerns are noted, including a relatively high base salary and target bonus opportunity for the CEO and one NEO, identical performance metrics in the STI and LTI for non-CEO NEOs, and an LTI grant based entirely on qualitative metrics for the CEO. Concerns are also raised with regards to the total amount of perquisite compensation for the CEO that is deemed excessive, consisting of personal use of corporate aircraft, security-related, and automobile perquisites. The company also lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	No	No
LKQ Corporation	05/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Lockheed Martin Corporation	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO inordinate amounts of personal use of corporate aircraft perquisites and the total amount of perquisite compensation for the CEO is deemed excessive.	Yes	Yes	No
Loews Corporation	05/14/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Louisiana-Pacific Corporation	05/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Lowe's Companies, Inc.	05/31/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
LPL Financial Holdings Inc.	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
lululemon athletica inc.	06/06/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Lyft, Inc.	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
LyondellBasell Industries N.V.	05/24/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
M&T Bank Corporation	04/16/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Manhattan Associates, Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
ManpowerGroup Inc.	05/03/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Marathon Oil Corporation	05/22/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Marathon Petroleum Corporation	04/24/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Maravai LifeSciences Holdings, Inc.	05/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.	Yes	Yes	No
Markel Group Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
MarketAxess Holdings Inc.	06/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Marriott International, Inc.	05/10/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisite.	Yes	Yes	No
Marriott Vacations Worldwide Corporation	05/10/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Marsh & McLennan Companies, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Martin Marietta Materials, Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Marvell Technology, Inc.	06/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Masco Corporation	05/10/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
MasTec, Inc.	05/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Mastercard Incorporated	06/18/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Match Group, Inc.	06/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Mattel, Inc.	05/29/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
McDonald's Corporation	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
MDU Resources Group, Inc.	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Medpace Holdings, Inc.	05/17/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Merck & Co., Inc.	05/28/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
MetLife, Inc.	06/18/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Mettler-Toledo International Inc.	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
MGIC Investment Corporation	04/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
MGM Resorts International	05/01/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Micron Technology, Inc.	01/18/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted as the company provided an excessive personal security perquisite to the CEO.	Yes	Yes	No
Mid-America Apartment Communities, Inc.	05/21/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Moderna, Inc.	05/06/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO inordinate amounts of security-related benefits and the total amount of perquisite compensation for the CEO is deemed excessive.	Yes	Yes	No
Mohawk Industries, Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Molina Healthcare, Inc.	05/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Mondelez International, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Monolithic Power Systems, Inc.	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Monster Beverage Corporation	06/13/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Moody's Corporation	04/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Morgan Stanley	05/23/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Morningstar, Inc.	05/10/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Motorola Solutions, Inc.	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
MSA Safety, Inc.	05/10/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
MSCI Inc.	04/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Murphy USA Inc.	05/09/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Nasdaq, Inc.	06/11/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Natera, Inc.	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
National Fuel Gas Company	03/08/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
nCino, Inc.	06/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided a tax gross-up payment for the CEO's life insurance perquisite. In addition, the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
NCR Atleos Corporation	05/21/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
NCR Voyix Corporation	05/29/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although the new CEO's employment agreement contains a guaranteed multi-year equity award provision, this is somewhat mitigated given that the fiscal 2024 equity awards are half performance-based.	No	No	No
Netflix, Inc.	06/06/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Neurocrine Biosciences, Inc.	05/22/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Newell Brands Inc.	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
NewMarket Corporation	04/25/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Newmont Corporation	04/24/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
NextEra Energy, Inc.	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
NiSource Inc.	05/13/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
NNN REIT, Inc.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Nordson Corporation	03/05/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Norfolk Southern Corporation	05/09/2024	Management	24	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Norfolk Southern Corporation	05/09/2024	Management	50	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Against	Against	Against	The CEO pay ratio exceeds 100. While pay and performance were reasonably aligned for the year in review, concerns are raised regarding the committee's decision to increase the vesting of closing cycle PSUs by excluding costs associated with the derailment in East Palestine. While the committee provided rationale explaining their decision, many investors view the adjustment of closing cycle PSUs to be a problematic practice. In light of this problematic decision, a vote AGAINST this proposal is warranted.	No	No	No
Northern Trust Corporation	04/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Northrop Grumman Corporation	05/15/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Norwegian Cruise Line Holdings Ltd.	06/13/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
NOV Inc.	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
NovoCure Limited	06/05/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
NRG Energy, Inc.	04/25/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted. While pay and performance were reasonably aligned for the year in review, concerns are raised regarding problematic pay practices in an NEO's employment agreement. NEO Patel's employment agreement, which NRG assumed upon the acquisition of Vivint, provides for a guaranteed annual cash bonus and Patel may resign for any reason at the second anniversary of the acquisition and receive severance and equity acceleration. Further, investors are also advised to monitor the interim CEO's compensation, following the FY23 significant, entirely time-based, equity award.	Yes	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Nucor Corporation	05/09/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
nVent Electric plc	05/17/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
NVIDIA Corporation	06/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive security-related perquisite to the CEO.	Yes	Yes	No
NVR, Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Occidental Petroleum Corporation	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
OGE Energy Corp.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Okta, Inc.	06/20/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Old Dominion Freight Line, Inc.	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Old Republic International Corporation	05/23/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ollie's Bargain Outlet Holdings, Inc.	06/13/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Omega Healthcare Investors, Inc.	06/07/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Omnicom Group Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
ON Semiconductor Corporation	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
ONEOK, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
O'Reilly Automotive, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Organon & Co.	06/04/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Oshkosh Corporation	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Otis Worldwide Corporation	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Ovintiv Inc.	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.	Yes	Yes	No
Owens Corning	04/18/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
PACCAR Inc	04/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Packaging Corporation of America	05/08/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Park Hotels & Resorts Inc.	04/19/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Paycom Software, Inc.	04/29/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted because: * The company provided the CEO inordinate amounts of personal use of corporate aircraft perquisites and the total amount of perquisite compensation for the CEO is deemed excessive. * The compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay vote. However, though pay and performance were quantitatively aligned for the year in review, a qualitative analysis indicates significant structural concerns with the pay program. The annual bonus remains based on financial targets which appear rigorous, though a concern remains with regards to an unbalanced payout formula. Moreover, the company made a number of problematic changes to the LTI program, significantly increasing NEO grant values, decreasing the proportion of the equity grant based on performance-conditioned equity, and changing the performance metrics to a one-year performance period which mirror the metrics used in the annual bonus program.	Yes	No	No
PayPal Holdings, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Pegasystems Inc.	06/18/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Pentair plc	05/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Penumbra, Inc.	06/05/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PepsiCo, Inc.	05/01/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Perrigo Company plc	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Pfizer Inc.	04/25/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
PG&E Corporation	05/16/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Philip Morris International Inc.	05/08/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No



## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Phillips 66	05/15/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
PHINIA Inc.	05/09/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Pilgrim's Pride Corporation	05/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Pinnacle Financial Partners, Inc.	04/23/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Pinterest, Inc.	05/23/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company accelerated the vesting of an NEO's equity awards upon his resignation, which is considered a problematic pay practice.	Yes	No	No
Planet Fitness, Inc.	04/30/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Playtika Holding Corp.	06/11/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Popular, Inc.	05/09/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Post Holdings, Inc.	01/25/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
PPG Industries, Inc.	04/18/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
PPL Corporation	05/15/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Primerica, Inc.	05/08/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Principal Financial Group, Inc.	05/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Procore Technologies, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Prologis, Inc.	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Prosperity Bancshares, Inc.	04/16/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the recently modified CEO employment agreement provides for problematic single-trigger cash severance.	Yes	No	No
Prudential Financial, Inc.	05/14/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
PTC Inc.	02/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Public Service Enterprise Group Incorporated	04/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Public Storage	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
PulteGroup, Inc.	05/06/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Pure Storage, Inc.	06/12/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Although incentive programs were primarily based on pre-set objective measures and the committee introduced a long-term equity award in FY24, there are significant concerns regarding pay decisions, program structure, and the magnitude of awards provided to NEOs. PSU awards utilize a relatively short one-year performance period, and concerns are magnified as the company made modifications to these awards, which resulted in a significant incremental fair value disclosure of more than \$11 million for the CEO. Furthermore, while the company introduced longer term performance-based awards that utilized milestone goals, it resulted in outsized equity award values to all NEOs. In addition, while the aggregate performance of corporate performance measures in the STI were achieved below target, some concerns are raised as NEOs received above-target payouts following the committee's assessment of individual performance. On balance of these factors, a vote AGAINST this proposal is warranted.	Yes	No	No
PVH Corp.	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
QUALCOMM Incorporated	03/05/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Quanta Services, Inc.	05/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Quest Diagnostics Incorporated	05/16/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
QuidelOrtho Corporation	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Raymond James Financial, Inc.	02/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Rayonier Inc.	05/16/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
RB Global, Inc.	05/07/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Realty Income Corporation	05/30/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Regal Rexnord Corporation	04/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Regency Centers Corporation	05/01/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Regeneron Pharmaceuticals, Inc.	06/14/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided inordinate amounts of personal use of corporate aircraft, life insurance, and financial planning to the CEO, and other aggregate perquisites to certain executives. * The company maintains legacy agreements that contain an excise tax gross-up change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Regions Financial Corporation	04/17/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Reinsurance Group of America, Incorporated	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Reliance, Inc.	05/15/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
RenaissanceRe Holdings Ltd.	05/13/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, due to an unmitigated pay-for-performance misalignment. The STI is predominantly based on quantified pre-set goals and half of annual LTI awards are performance-conditioned. However, the structure of the CEO's one-time award raises certain concerns, particularly given the additional pay opportunities provided. A large portion of the award lacks quantified, pre-set performance goals, and there are potential goal rigor concerns with the remaining portion. The STI program also raises certain goal rigor and disclosure concerns, which are heightened in the context of relatively large opportunities and an above-target payout. Lastly, the company provided the CEO an inordinate amount of aggregate perquisites.	Yes	No	No
Repligen Corporation	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Republic Services, Inc.	05/23/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Revvity, Inc.	04/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Reynolds Consumer Products Inc.	04/24/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
RH	06/27/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the concerns raised with regards to the excessive severance provision in legacy agreements, the company's lack of risk mitigating provisions, and the lack of performance metrics for long-term awards granted to certain NEOs in the most recent fiscal year.	Yes	Yes	No
Rithm Capital Corp.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
RLI Corp.	05/02/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Robert Half Inc.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Robinhood Markets, Inc.	06/26/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO inordinate amounts of personal use of corporate aircraft and security-related benefits. In addition, the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Roblox Corporation	05/30/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided a very large security-related perquisite to the CEO.	Yes	Yes	No
Rockwell Automation, Inc.	02/06/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Roper Technologies, Inc.	06/12/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Ross Stores, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Royal Gold, Inc.	05/23/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Royalty Pharma Plc	06/06/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Royalty Pharma Plc	06/06/2024	Management	13	Approve Remuneration Report	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
RTX Corporation	05/02/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Ryan Specialty Holdings, Inc.	04/30/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ryder System, Inc.	05/03/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
S&P Global Inc.	05/01/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Saia, Inc.	04/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Salesforce, Inc.	06/27/2024	Management	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Sarepta Therapeutics, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
SBA Communications Corporation	05/23/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Schlumberger N.V.	04/03/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Schneider National, Inc.	04/29/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Science Applications International Corporation	06/05/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Sealed Air Corporation	05/23/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
SEI Investments Company	05/29/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company made a significant severance payment to the CEO following his separation, which does not appear to be a qualifying termination. This is considered a problematic pay practice.	Yes	No	No
Sempra	05/09/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Sensata Technologies Holding Plc	06/11/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Sensata Technologies Holding Plc	06/11/2024	Management	13	Approve Director Compensation Report	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
SentinelOne, Inc.	06/27/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
ServiceNow, Inc.	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Silgan Holdings, Inc.	05/28/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Simon Property Group, Inc.	05/08/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
SiteOne Landscape Supply, Inc.	05/07/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
SLM Corporation	06/18/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Smartsheet Inc.	06/18/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Snap-on Incorporated	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Sonoco Products Company	04/17/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Southwest Airlines Co.	05/15/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Spirit AeroSystems Holdings, Inc.	04/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
SS&C Technologies Holdings, Inc.	05/29/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
SSR Mining Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
STAG Industrial, Inc.	04/29/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Stanley Black & Decker, Inc.	04/26/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Starbucks Corporation	03/13/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
State Street Corporation	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Steel Dynamics, Inc.	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Stericycle, Inc.	05/21/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Stifel Financial Corp.	06/05/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Stryker Corporation	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Sun Communities, Inc.	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Synchrony Financial	06/11/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Synopsys, Inc.	04/10/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Synovus Financial Corp.	04/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
T. Rowe Price Group, Inc.	05/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Tandem Diabetes Care, Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Targa Resources Corp.	05/16/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Target Corporation	06/12/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
TD SYNEX Corporation	03/20/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
TechnipFMC plc	04/26/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
TechnipFMC plc	04/26/2024	Management	11	Approve Directors' Remuneration Report	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Teledyne Technologies Incorporated	04/24/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Teleflex Incorporated	05/03/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Tenet Healthcare Corporation	05/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Teradata Corporation	05/14/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Teradyne, Inc.	05/09/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Tesla, Inc.	06/13/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While most NEOs received modest or no compensation for FY23, one executive was granted an outsized, time-based stock option award upon his promotion, the magnitude and design for which are not adequately explained. The grant does not require the achievement of pre-set performance criteria in order to vest and the value is considered to be excessive.	Yes	No	No
Tetra Tech, Inc.	02/29/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Texas Instruments Incorporated	04/25/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Texas Roadhouse, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Textron Inc.	04/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The AES Corporation	04/25/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Allstate Corporation	05/14/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The AZEK Company Inc.	03/01/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives are primarily based on pre-set objective metrics, and equity awards are half performance-conditioned with performance measured over a multi-year period. However, CEO pay increased by 25 percent year-over-year, without specific rationale. This included a significant increase in the target opportunity of the CEO's equity awards, contributing to the misalignment between pay and performance for the year in review. Further, while closing cycle goals and actual results are disclosed, forward-looking goals for PSUs are not provided.	Yes	No	No
The Bank of New York Mellon Corporation	04/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
The Boeing Company	05/17/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
The Boston Beer Company, Inc.	05/07/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The Charles Schwab Corporation	05/23/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The Chemours Company	05/21/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The Cigna Group	04/24/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Coca-Cola Company	05/01/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Cooper Companies, Inc.	03/19/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Goldman Sachs Group, Inc.	04/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted because the company provided an excessive amount for the CEO's life insurance, automobile, and tax planning-related perquisites. In addition, the discretionary nature of incentive award determinations along with a lack of certain key disclosures continues to raise some concern.	Yes	Yes	No
The Hartford Financial Services Group, Inc.	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The Hershey Company	05/06/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The Home Depot, Inc.	05/16/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The Kraft Heinz Company	05/02/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Kroger Co.	06/27/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The Middleby Corporation	05/14/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Mosaic Company	06/06/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The PNC Financial Services Group, Inc.	04/24/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Progressive Corporation	05/10/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The Sherwin-Williams Company	04/17/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Southern Company	05/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The Timken Company	05/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No



## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
The TJX Companies, Inc.	06/04/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The Travelers Companies, Inc.	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
The Walt Disney Company	04/03/2024	Management	21	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
The Walt Disney Company	04/03/2024	Management	52	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted because:- The company provided the CEO inordinate amounts of personal use of corporate aircraft perquisites, and home/personal security benefits, and the total amount of perquisite compensation for the CEO is deemed excessive; and- The company maintains agreements that contain an excessive severance payout basis change-in-control provision.	No	Yes	No
The Walt Disney Company	04/03/2024	Management	82	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
The Wendy's Company	05/21/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
The Western Union Company	05/17/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Thermo Fisher Scientific Inc.	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Toast, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Toll Brothers, Inc.	03/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
TopBuild Corp.	04/29/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Tradeweb Markets Inc.	05/10/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Trane Technologies Plc	06/06/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
TransDigm Group Incorporated	03/07/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Travel + Leisure Co.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Trex Company, Inc.	05/07/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
TripAdvisor, Inc.	06/11/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Truist Financial Corporation	04/23/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.A vote AGAINST this proposal is warranted because:- The company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.	Yes	Yes	No
Twilio Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Tyler Technologies, Inc.	05/09/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
U.S. Bancorp	04/16/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Uber Technologies, Inc.	05/06/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of security-related perquisites.	Yes	Yes	No
UDR, Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. This marks the first time in several years in which a quantitative pay-for-performance misalignment has been identified at the company. Although pay programs were primarily determined by pre-set, objective metrics, there are structural and disclosure concerns identified under the STI and LTI. Transparency into certain STI metrics is limited and disclosure of the individual performance component is lacking. Additionally, while the LTI is entirely performance-based, the absolute FFO metric, performance period, and corresponding goals overlap with the STI program's FFO metric, which provides multiple payouts for the same performance outcome. The remaining LTI goals are relative and generally do not target outperformance. Lastly, the CEO's target STI opportunity was increased and is relatively large, and his target LTI opportunity increased amid sustained lagging TSR performance.	Yes	No	No
UGI Corporation	01/26/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
UiPath, Inc.	06/20/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No
Ulta Beauty, Inc.	06/11/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Ultragenyx Pharmaceutical Inc.	06/18/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A pay-for-performance misalignment is underscored by incentive program disclosure and structure concerns. The company did not clearly disclose performance targets for certain short- and long-term incentives, which impedes shareholders' ability to assess the programs. For NEOs other than the CEO, equity awards were majority time-based, and changes to the bonus structure reduced emphasis on the objective performance component. There are also concerns regarding the size of the CEO's LTI awards, which have resulted in relatively large total pay. In light of these factors, a vote AGAINST this proposal is warranted.	Yes	No	No
Union Pacific Corporation	05/09/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
United Airlines Holdings, Inc.	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
United Parcel Service, Inc.	05/02/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
United Rentals, Inc.	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
United States Steel Corporation	04/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
United Therapeutics Corporation	06/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
UnitedHealth Group Incorporated	06/03/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Universal Display Corporation	06/20/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Pay programs were primarily performance-based with disclosed STI goals and PSUs utilize a multi-year performance period. However, the maximum goal for the most heavily-weighted STI metric was set below the prior year's actual performance without a corresponding pay reduction or rationale for the specific goal-setting, and the metric was achieved above target. Additionally, the proxy does not disclose any forward-looking LTI goals, the maximum PSU vesting opportunity is high and the CEO's equity grant value is relatively large, particularly in the context of negative three-year TSR. Lastly, the company maintains legacy agreements that contain an excise tax gross-up change-in-control provision.	Yes	No	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Unum Group	05/23/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
US Foods Holding Corp.	05/15/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Valero Energy Corporation	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Valmont Industries, Inc.	05/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Valvoline Inc.	01/25/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Veeva Systems Inc.	06/12/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Ventas, Inc.	05/14/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Veralto Corp.	05/21/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
VeriSign, Inc.	05/23/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Verisk Analytics, Inc.	05/15/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Verizon Communications Inc.	05/09/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Vertex Pharmaceuticals Incorporated	05/15/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Vertiv Holdings Co.	06/19/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
VICI Properties Inc.	04/30/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Virtu Financial, Inc.	06/06/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Vistra Corp.	05/01/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Vontier Corporation	05/28/2024	Management	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Voya Financial, Inc.	05/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Vulcan Materials Company	05/10/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
W. P. Carey Inc.	06/13/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
W. R. Berkley Corporation	06/12/2024	Management	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
W.W. Grainger, Inc.	04/24/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Walmart Inc.	06/05/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Warner Bros. Discovery, Inc.	06/03/2024	Management	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100. A vote AGAINST the proposal is warranted. Following a low say-on-pay vote result at the 2023 annual meeting, the proxy discloses its engagement efforts and feedback from shareholders, but it is unclear whether the feedback relates to concerns that drove shareholders to vote against the proposal last year. The committee's response to feedback includes changes made to the pay program that were disclosed and known the shareholders prior to the 2023 annual meeting, and other concerns are only partially addressed or not at all. As such, the committee did not demonstrate sufficient responsiveness to last year's low vote result. Further, an unmitigated pay-for-performance misalignment exists for the year in review. CEO Zaslav, as well as two other NEOs, receive outsized base salaries, while Zaslav's target bonus opportunity is also relatively large. Disclosure concerns also persist in the annual bonus, and Zaslav's FY23 bonus had a minimum payout at target based on a prior agreement with the company. Though Zaslav's annual equity grant was entirely in performance equity, the award is only based on one-year performance, and three-fourths of the award vests based on the compensation committee's discretionary assessment of strategic metrics. The company also granted executives a supplemental equity award that mirrors the financial goal in annual grants, having the effect of increasing equity grant value based on a one-year performance goal. Lastly	Yes	No	No
Waste Management, Inc.	05/14/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Waters Corporation	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Webster Financial Corporation	04/24/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
WEC Energy Group, Inc.	05/09/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Wells Fargo & Company	04/30/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Welltower Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
WESCO International, Inc.	05/23/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
West Pharmaceutical Services, Inc.	04/23/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Western Alliance Bancorporation	06/12/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Westinghouse Air Brake Technologies Corporation	05/16/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
WestRock Company	01/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
WEX Inc.	05/09/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Weyerhaeuser Company	05/10/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Willis Towers Watson Public Limited Company	05/22/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
WillScot Mobile Mini Holdings Corp.	06/07/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Wingstop Inc.	05/23/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Wintrust Financial Corporation	05/23/2024	Management	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Woodward, Inc.	01/24/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Workday, Inc.	06/18/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Wyndham Hotels & Resorts, Inc.	04/19/2024	Management	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Wynn Resorts, Limited	05/02/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Xcel Energy Inc.	05/22/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
XPO, Inc.	05/16/2024	Management	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Xylem Inc.	05/16/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Yum! Brands, Inc.	05/16/2024	Management	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No
Zebra Technologies Corporation	05/09/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Zillow Group, Inc.	06/03/2024	Management	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
Zimmer Biomet Holdings, Inc.	05/10/2024	Management	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Zions Bancorporation, N.A.	04/26/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Zoetis Inc.	05/22/2024	Management	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO pay ratio exceeds 100.	Yes	Yes	No

## B.1.b

State Street Global Advisors - Proxy Votes on Executive Compensation January through June 2024 Compared with ISS and Voting Policy Recommendations

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Zoom Video Communications, Inc.	06/13/2024	Management	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO pay ratio exceeds 100.	Yes	No	No
ZoomInfo Technologies Inc.	05/15/2024	Management	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Zscaler, Inc.	01/05/2024	Management	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No



B.2

## Governance Risk Report

02-Jul-2024

Reporting Period: 01-Apr-2024 to 30-Jun-2024

- > DIMENSIONAL FUND ADVISORS INC.\*
- > Fidelity Boston--IPR
- > Marin County Employees Retirement Association
- > State Street Global Advisors \*
- > TimesSquare Capital Management, LLC

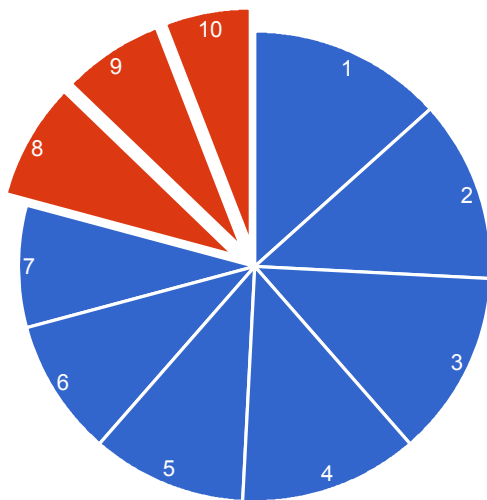


**Largest Portfolio Positions with High Governance Risk**

The table below highlights the top 15 largest positions for those companies deemed high-risk, as indicated by an ISS Governance QualityScore between 8 and 10. Companies are only shown if they held a meeting during the reporting period.

Company	Ticker	Position Value (USD) <sup>1</sup>	ISS Governance QualityScore	Board Structure Subscore	Compensation Subscore	Shareholder Rights Subscore	Audit Subscore
China Life Insurance Company Limited	2628	164.2 M	10	10	5	2	10
Tencent Holdings Limited	700	155.6 M	10	5	10	4	10
Reliance Industries Ltd.	500325	51.4 M	9	9	7	1	6
Meituan	3690	45.2 M	9	4	9	10	1
Alphabet Inc.	GOOGL	37.3 M	10	8	10	10	9
Amazon.com, Inc.	AMZN	28.4 M	9	10	10	3	5
ANTA Sports Products Limited	2020	22.4 M	8	2	10	9	1
Berkshire Hathaway Inc.	BRK.B	22.3 M	10	10	10	10	10
Meta Platforms, Inc.	META	21.6 M	10	10	10	10	9
Itau Unibanco Holding SA	ITUB4	19.0 M	8	4	10	6	5
NetEase, Inc.	9999	14.2 M	9	5	10	1	2
Hapvida Participacoes e Investimentos SA	HAPV3	13.5 M	8	7	10	5	8
Broadcom Inc.	AVGO	12.7 M	9	2	10	3	5
Innovent Biologics, Inc.	1801	11.1 M	9	2	10	7	2
Tesla, Inc.	TSLA	8.9 M	10	9	10	9	7

**Portfolio Risk by ISS Governance QualityScore**



**21%**<sup>2</sup> of the companies within your portfolio that held meetings during the reporting period are high risk, falling within the ISS Governance QualityScore range of **10** through **8**.

ISS Governance QualityScore is a data driven scoring and screening solution designed to identify governance risk within companies. ISS Governance QualityScore is derived from publicly disclosed data on the company's governance practices. Scores indicate decile rank relevant to index or region. For more information on ISS Governance QualityScore, visit <https://www.issgovernance.com/solutions/iss-analytics/qualityscore/>.

<sup>1</sup>Values are based on shares held on record date for the company's most recently held meeting during the reporting period. Please contact your ISS Client Service Team with any questions related to how this value is calculated.

<sup>2</sup>Percentages based on the universe of holdings within the ISS Governance QualityScore coverage universe.

Investment Manager Summary

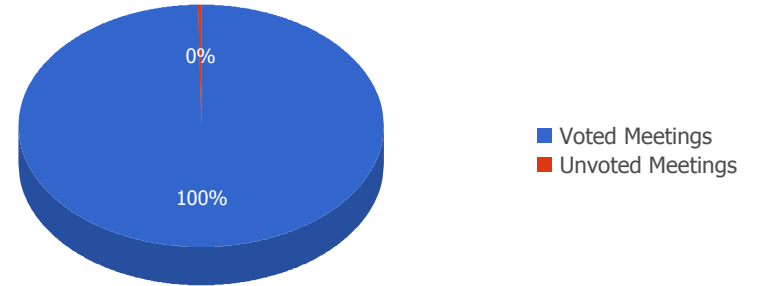
Investment Manager	% Meetings Voted	% of Companies with ISS Governance QualityScore of 8, 9 or 10 <sup>1</sup>	% of Votes Cast Against Management	% of Votes Cast Against ISS Benchmark Policy	% of Votes Cast Against Public Fund Policy
DIMENSIONAL FUND ADVISORS INC.	N/A	N/A	N/A	N/A	N/A
Fidelity Boston--IPR	97%	30%	13%	14%	14%
Marin County Employees Retirement Association	100%	21%	40%	30%	3%
State Street Global Advisors	N/A	N/A	N/A	N/A	N/A
TimesSquare Capital Management, LLC	100%	14%	5%	4%	8%
<b>TOTALS</b>	100%	21%	37%	28%	4%

<sup>1</sup>Percentages based on the universe of holdings within the ISS Governance QualityScore coverage universe.

**Meeting Overview**

Category	Number
Votable Meetings	1,933
Meetings Voted	1,929
Proxy Contests Voted	6
Meetings with Against Management Votes	1,775
Meetings with Against ISS Votes	1,635

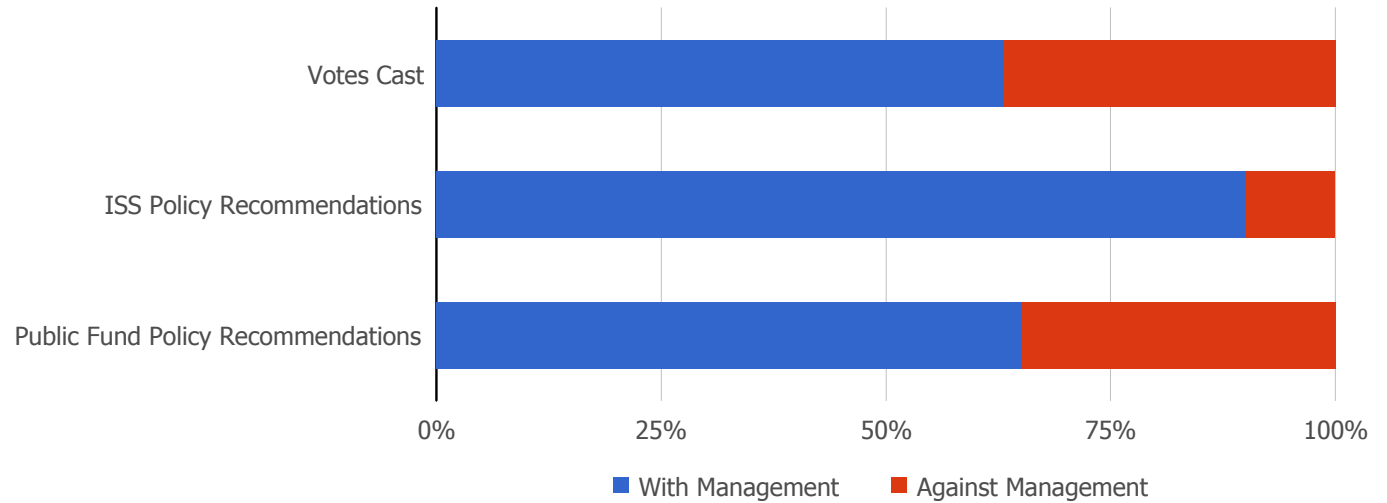
**Comparison of Meetings Voted**



With 1,933 meetings available to vote during the period, 1,929 were voted, equating to approximately 100% of the votable meetings with close to 0% unvoted.

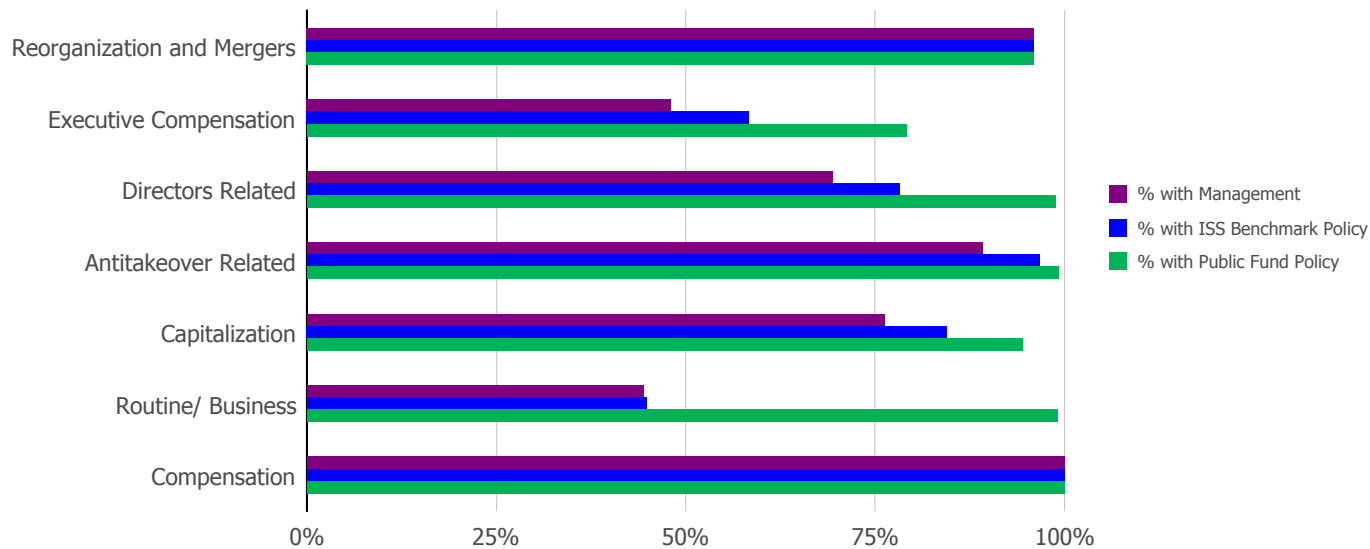
**Alignment with Management**

- > Comparing vote alignment with management recommendations highlights similarities and differences between investment managers’ governance philosophies and companies’ approach to key corporate governance issues.
- > The votes cast on ballots during the reporting period are aligned with management recommendations in 63% of cases, while the ISS Benchmark Policy recommendations are at 90%.
- > The recommendations of the specialized policy selected as referenced, the Public Fund policy, follow management recommendations for 65% of proposals.



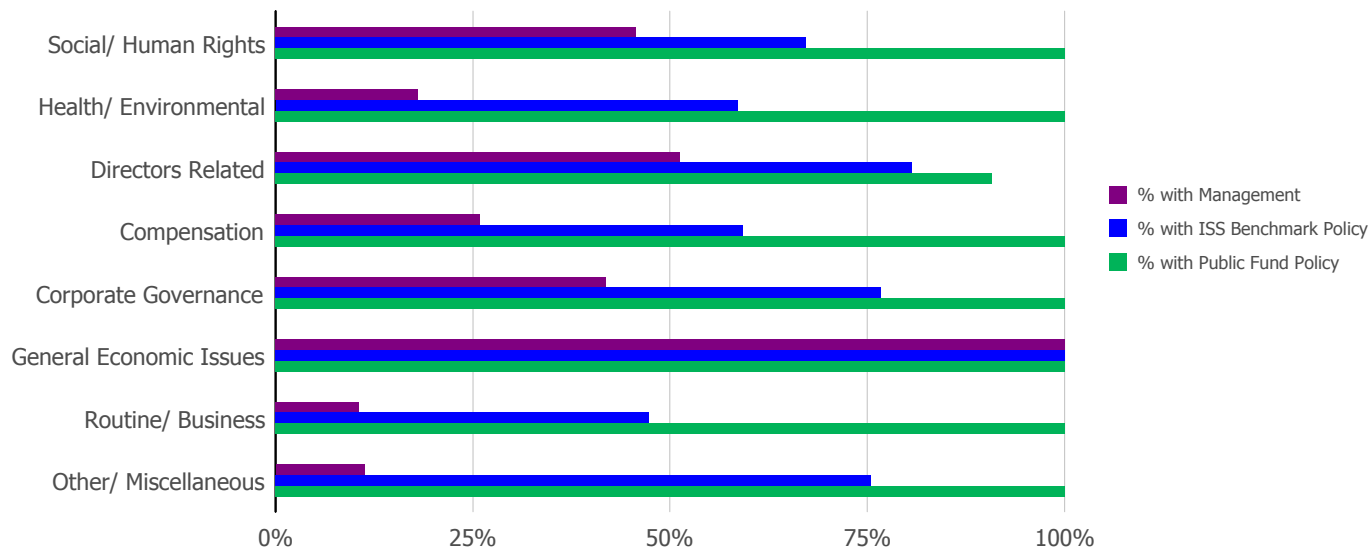
**Votes Cast on Management Proposal Categories**

- > The breakdown of proposals into the major proposal categories and the comparison of votes cast to management recommendations, ISS Benchmark Policy recommendations and the recommendations of the selected specialized policy, the Public Fund Policy, provide insight into the positioning of votes cast on proposals submitted by management against these benchmarks.
- > Votes cast during the reporting period were least in line with management on Other/Misc matters, where only 0% of votes followed management recommendations.
- > Across categories, votes cast on management proposals show the closest alignment to the Public Fund Policy guidelines.



**Votes Cast on Shareholder Proposal Categories**

- > Votes cast on shareholder proposals, in opposition to management, reflect support for proposals submitted by shareholders.
- > During the reporting period, has shown the highest level of support for shareholder proposals related to E&S Blended, at 100% and the lowest level of support for shareholder proposals related to General Economic Issues, with 0% of proposals supported in this category.
- > Across categories, votes cast on shareholder proposals show the closest alignment to the Public Fund Policy guidelines.



Contested Meetings Overview

Company	Ticker	ISS Governance QualityScore	Meeting Date	Position Value (USD)*	ISS Recommended Slate	Slate Voted	Key Takeaways
The Walt Disney Company	DIS	2	03-Apr-2024	3.3 M	Dissident	Dissident	<p>Trian Fund Management, L.P. ("Trian"), which represents approximately 1.8 percent of DIS' shares, is running a repeat proxy contest after withdrawing its nomination in February 2023 for last year's AGM. Trian is nominating two candidates to the DIS board, including its founder Nelson Peltz. Blackwells Capital LLC ("Blackwells"), a shareholder with an approximate 0.01 percent stake, initiated a proxy contest after Trian's nomination; it is nominating three candidates to the DIS board. Shareholders are recommended to vote FOR Nelson Peltz on Trian's proxy card, and WITHHOLD votes from Trian nominee Jay Rasulo, Blackwells nominees Craig Hatkoff, Jessica Schell, and Leah Solivan, and WITHHOLD votes from management nominee Maria Elena Lagomasino. Support for the proposal requesting an analysis of the company's congruence between the recipients of its political contributions with the company's stated values is warranted to give shareholders more visibility into the company's oversight and management of risks related to its political partnerships.</p>
Norfolk Southern Corporation	NSC	10	09-May-2024	880,229.4	Dissident	Dissident	<ul style="list-style-type: none"> <li>&gt; Ancora Holdings (0.4 percent) has nominated seven directors to the 13-member board as part of its effort to replace the current management team.</li> <li>&gt; The company has been implementing a somewhat novel approach to an established operating model over the past several years. The attempt has yet to translate into lasting operational improvements, and TSR has continued to underperform peers. Among other setbacks, the company is contending with the aftermath of the February 2023 train derailment in East Palestine, Ohio. The incident exposed serious questions about the company's safety culture, along with reasons for shareholders to believe that their best interests have not been prioritized.</li> <li>&gt; Despite the need for transparency, the board has failed to communicate clearly and consistently with investors, which has led to mounting frustration. This sentiment reached the boiling point when the company hired a new COO in March as a defensive maneuver. Although the new COO appears to be capable, he was hired under concerning circumstances at a substantial (and perhaps not yet fully understood) cost to the company. There is a clear case for change on the basis of these considerations. Yet, NSC is not a broken company, and even though the dissident has received support from numerous shareholders that appear to view this proxy contest as an all-or-nothing affair, operational performance does not reflect a situation so dire as to suggest that a change in board control and an accompanying overhaul of strategy and leadership is immediately required.</li> <li>&gt; As such, support for dissident nominees William Clyburn, Sameh Fahmy, John Kasich, Gilbert Lamphere, and Allison Landry is warranted</li> </ul>

						<p>on the BLUE card. As a meaningful minority possessing deep expertise in railroad operations, safety, and the regulatory environment, along with independence and an understanding of the importance of communicating effectively with investors and stakeholders, they should be able to assist in refocusing management while improving oversight and accountability.</p> <p>&gt; Support for the say-on-pay proposal is not warranted. The compensation committee adjusted closing cycle PSU awards for the derailment in East Palestine, increasing the vesting level of these grants.</p> <p>&gt; Support for the proposal requesting a report on lobbying activities (Item 4) is warranted. Additional disclosure of lobbying-related expenditures would allow shareholders to better assess the risks and benefits associated with the company's participation in the public policy process.</p>	
Crown Castle Inc.	CCI	4	22-May-2024	752,290.1	Management	Management	<p>&gt; Boots Capital Management, LLC (a 0.04 percent shareholder) has nominated four directors to the 12-member board.</p> <p>&gt; Prior to Boots' nomination, Elliott Investment Management (Elliott) initiated a campaign for change at CCI in 2020, which was paused until 2023. On Dec. 20, 2023, CCI reached a cooperation agreement with Elliott, pursuant to which two directors were appointed to the CCI board, and the board formed a CEO search committee and a fiber review committee.</p> <p>&gt; On April 10, 2024, the company announced the appointment of Steven Moskowitz as CEO.</p> <p>&gt; In light of the improvements to the board composition and governance, the new CEO, and the strategic review initiated as a result of Elliott's campaigns in 2020 and 2023, incremental changes at the board level do not appear necessary. Shareholders are therefore recommended to vote for all management nominees on the management card.</p>
Warrior Met Coal, Inc.	HCC	2	25-Apr-2024	224,773.3	Dissident	Dissident	<p>The AFL-CIO, the owner of 100 HCC shares, has submitted five non-binding shareholder proposals primarily focused on corporate governance (Items 5-9), for which it is soliciting support with a separate proxy statement and ballot. The AFL-CIO makes no recommendation on the remaining items presented by management, including the election of directors. The company has included the shareholder proposals on its ballot, and is recommending support for one of the shareholder proposals, seeking a proxy access right (Item 6).Support on the dissident card for Items 5 and 6 is warranted, given that these items would strengthen the company's governance and enhance shareholder rights. Support for Items 7 and 8 is not warranted, given the overly prescriptive nature of the proposals.Support for Item 9 is warranted given that a third-party assessment of the company's commitment to freedom of association and collective bargaining rights may benefit shareholders by improving the management of related risks.</p>

Reporting Period: 01-Apr-2024 to 30-Jun-2024

Xperi Inc.	XPER	6	24-May-2024	22,103.4	Management	Management	<p>Rubric Capital, a 9.0 percent shareholder, has nominated two candidates for election to the company's five-member board, targeting incumbent directors Darcy Antonellis and David Habiger. The company completed its spin-off less than two years ago, and appears to be executing on its long-term strategic plan. Further, the board appears receptive to shareholders, and appears to have engaged in good faith with the dissident. The board's decision to delay the addition of two new directors until after this proxy contest appears to be part of an attempt to reach a reasonable settlement with the dissident. Given these factors, there does not appear to be a need for change at the board level at this time. Support for management nominees Antonellis, Durr, Habiger, Kirchner, and Seams is warranted.</p>
WisdomTree, Inc.	WT	2	12-Jun-2024	3,752.1	Management	Management	<p>ETF Capital, a 10 percent shareholder (18 percent on an as-converted basis including ownership of non-voting preferred stock), launched two consecutive proxy contests in 2022 and 2023; two of WT's nine current directors were appointed or elected to the board as a result of these campaigns. This year, ETF Capital is running a Vote No campaign targeting Chairman Win Neuger, CEO Jonathan Steinberg, and director Anthony Bossone, in an attempt to compel the company to run an independent strategic review. While certain of the dissident's critiques still have merit, the board, which has been thoroughly refreshed, seems appropriately focused on margin improvement, WT's core business is performing well, and the company's TSR has significantly outperformed peers over the past three years. Critically, the two directors placed on the board by the dissident have expressed full confidence in the current direction of the company. As there is no case for incremental change at this juncture, shareholders are recommended to vote FOR all management nominees.</p>

\*Values are based on shares held on record date for the company's meeting held during the reporting period. Please contact your ISS Client Service Team with any questions related to how this value is calculated.

This document and all of the information contained in it, including without limitation all text, data, graphs and charts (collectively, the "Information") is the property of Institutional Shareholder Services Inc., its subsidiary, ISS Corporate Services, Inc., or in some cases third party suppliers (collectively "ISS"). The Information may not be reproduced or disseminated in whole or in part without prior written permission of ISS.

Information regarding the holdings and other data specific to the named recipient of this report (the "Recipient"), has been compiled from the records of only the asset manager(s) who use ISS' proxy advisory/voting services and who have authorized ISS to include the Recipient's data in this report. ISS believes this data to be reliable but cannot guarantee its accuracy.

The Information has not been submitted to, nor received approval from, the United States Securities and Exchange Commission or any other regulatory body. None of the Information constitutes an offer to sell (or a solicitation of an offer to buy), or a promotion or recommendation of, any security, financial product or other investment vehicle or any trading strategy, nor a solicitation of a proxy, and ISS does not endorse, approve or otherwise express any opinion regarding any issuer, securities, financial products or instruments or trading strategies.

Issuers mentioned in this product may have purchased self-assessment tools and publications from ISS Corporate Services, Inc. ("ICS"), a wholly owned subsidiary of ISS, or ICS may have provided advisory or analytical services to the issuer. No employee of ICS played a role in the preparation of the content of this product. Any issuer that is mentioned in this document may be a client of ISS or ICS, or may be the parent of, or affiliated with, a client of ISS or ICS. If you are an ISS institutional client, you may inquire about any issuer's use of products and services from ICS by emailing [disclosure@issgovernance.com](mailto:disclosure@issgovernance.com).



<b>Security Name</b>	<b>MCERA Manager</b>	<b>Asset Class</b>	<b>ISS Position Value</b>	<b>MCERA Market Value</b>	<b>Period End Date</b>
China Life Insurance Company Limited	Fidelity Institutional Asset Management	Emerging Markets	162.2M	\$1.1M	6/30/2024
Tencent Holdings Limited	Fidelity Institutional Asset Management	Emerging Markets	155.6M	\$7.4M	6/30/2024
Reliance	Fidelity Institutional Asset Management	Emerging Markets	\$51.4M	\$3.0M	6/30/2024
Meituan	Fidelity Institutional Asset Management	Emerging Markets	\$45.2M	\$2.2M	6/30/2024
Alphabet Inc.	State Street Global Advisors	Domestic Large Cap	\$37.3M	\$5.4M	6/30/2024
Amazon.com Inc	State Street Global Advisors	Domestic Large Cap	\$28.4M	\$12.2M	6/30/2024
ANTA Sports Products Limited	Fidelity Institutional Asset Management	Emerging Markets	\$22.4M	\$1.00	6/30/2024
Berkshire Hathaway Inc.	State Street Global Advisors	Domestic Large Cap	\$22.3M	\$6.1M	6/30/2024
Meta Platforms, Inc.	State Street Global Advisors	Domestic Large Cap	\$21.6M	\$6.0M	6/30/2024
Itau Unibanco Holdings SA	Fidelity Institutional Asset Management	Emerging Markets	\$19.0M	\$732K	6/30/2024
NetEase, Inc.	Fidelity Institutional Asset Management	Emerging Markets	\$14.2M	\$1.6M	6/30/2024
Hapvida Participacoes e Investimentos SA	Fidelity Institutional Asset Management	Emerging Markets	\$13.5M	\$489K	6/30/2024
Broadcom Inc.	State Street Global Advisors	Domestic Large Cap	\$12.7M	\$2.5M	6/30/2024
Innovent Biologics, Inc.	Fidelity Institutional Asset Management	Emerging Markets	\$11.1M	\$1.1M	6/30/2024
Tesla, Inc.	State Street Global Advisors	Domestic Large Cap	\$8.9M	\$8.2M	6/30/2024

MCERA Holdings For ISS Contested Meeting Report Q2 2024  
October 23, 2024

B.2

<b>Security Name</b>	<b>MCERA Manager</b>	<b>Asset Class</b>	<b>Market Value of MCERA Holding</b>	<b>Period End Date</b>
The Walt Disney Company	State Street Global Advisors	Domestic Equity	\$3.3M	6/30/2024
Norfolk Southern Corporation	State Street Global Advisors	Domestic Equity	\$880K	6/30/2024
Crown Castle Inc.	State Street Global Advisors	Domestic Equity	\$752K	6/30/2024
Warrior Met Coal, Inc.	Dimensional Fund Advisors	Small Cap Core	\$250K	6/30/2024
Xperi Inc.	Dimensional Fund Advisors	Small Cap Core	\$28K	6/30/2024
WisdomTree, Inc.	Dimensional Fund Advisors	Small Cap Core	\$104K	6/30/2024



B.2

## Governance Risk Report

14-Oct-2024

Reporting Period: 01-Jul-2024 to 30-Sep-2024

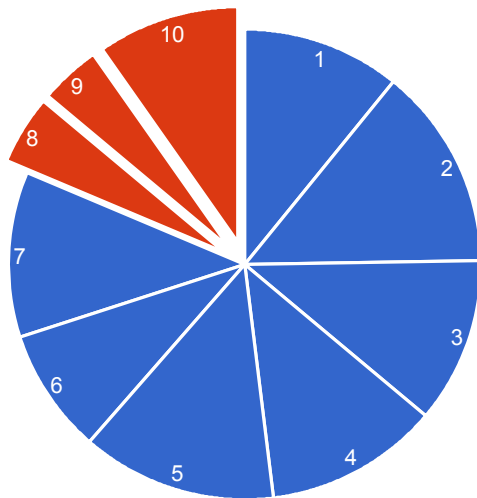
- > DIMENSIONAL FUND ADVISORS INC.\*
- > Fidelity Boston--IPR
- > Marin County Employees Retirement Association
- > State Street Global Advisors \*
- > TimesSquare Capital Management, LLC

**Largest Portfolio Positions with High Governance Risk**

The table below highlights the top 15 largest positions for those companies deemed high-risk, as indicated by an ISS Governance QualityScore between 8 and 10. Companies are only shown if they held a meeting during the reporting period.

Company	Ticker	Position Value (USD) <sup>1</sup>	ISS Governance QualityScore	Board Structure Subscore	Compensation Subscore	Shareholder Rights Subscore	Audit Subscore
Reliance Industries Ltd.	500325	62.3 M	10	10	7	1	9
UltraTech Cement Ltd.	532538	9.9 M	10	10	7	8	8
SBI Life Insurance Company Limited	540719	9.8 M	9	10	7	8	1
NIKE, Inc.	NKE	2.0 M	10	10	8	10	9
Constellation Brands, Inc.	STZ	674,968.5	9	8	4	10	7
Snowflake Inc.	SNOW	595,344.6	9	10	8	7	4
Houlihan Lokey, Inc.	HLI	592,870.4	10	9	7	10	8
BGC Group, Inc.	BGC	460,603.1	10	10	10	10	4
Hamilton Lane Incorporated	HLNE	436,973.5	10	10	8	10	6
Inter Parfums, Inc.	IPAR	384,513.0	8	10	6	5	9
Doximity, Inc.	DOCS	376,130.4	9	8	5	10	4
John Wiley & Sons, Inc.	WLY	251,045.9	8	8	3	10	3
Conagra Brands, Inc.	CAG	247,295.7	8	2	10	3	2
Ralph Lauren Corporation	RL	245,294.3	10	10	6	10	2
HashiCorp, Inc.	HCP	213,286.7	10	9	10	10	4

**Portfolio Risk by ISS Governance QualityScore**



19%<sup>2</sup> of the companies within your portfolio that held meetings during the reporting period are high risk, falling within the ISS Governance QualityScore range of 10 through 8.

ISS Governance QualityScore is a data driven scoring and screening solution designed to identify governance risk within companies. ISS Governance QualityScore is derived from publicly disclosed data on the company's governance practices. Scores indicate decile rank relevant to index or region. For more information on ISS Governance QualityScore, visit <https://www.issgovernance.com/solutions/iss-analytics/qualityscore/>.

<sup>1</sup>Values are based on shares held on record date for the company's most recently held meeting during the reporting period. Please contact your ISS Client Service Team with any questions related to how this value is calculated.

<sup>2</sup>Percentages based on the universe of holdings within the ISS Governance QualityScore coverage universe.

Investment Manager Summary

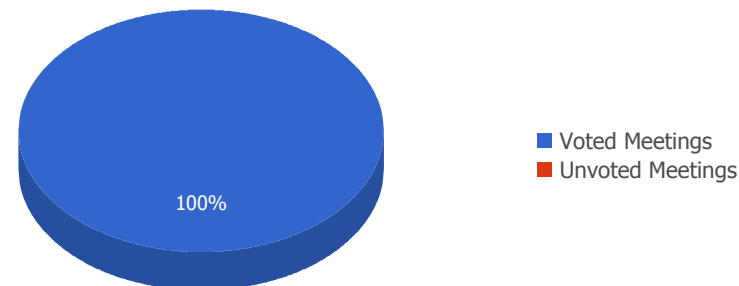
Investment Manager	% Meetings Voted	% of Companies with ISS Governance QualityScore of 8, 9 or 10 <sup>1</sup>	% of Votes Cast Against Management	% of Votes Cast Against ISS Benchmark Policy	% of Votes Cast Against Public Fund Policy
DIMENSIONAL FUND ADVISORS INC.	N/A	N/A	N/A	N/A	N/A
Fidelity Boston--IPR	100%	18%	9%	8%	16%
Marin County Employees Retirement Association	100%	20%	38%	27%	2%
State Street Global Advisors	N/A	N/A	N/A	N/A	N/A
TimesSquare Capital Management, LLC	100%	0%	0%	0%	13%
<b>TOTALS</b>	100%	19%	32%	23%	5%

<sup>1</sup>Percentages based on the universe of holdings within the ISS Governance QualityScore coverage universe.

**Meeting Overview**

Category	Number
Votable Meetings	204
Meetings Voted	204
Proxy Contests Voted	2
Meetings with Against Management Votes	146
Meetings with Against ISS Votes	127

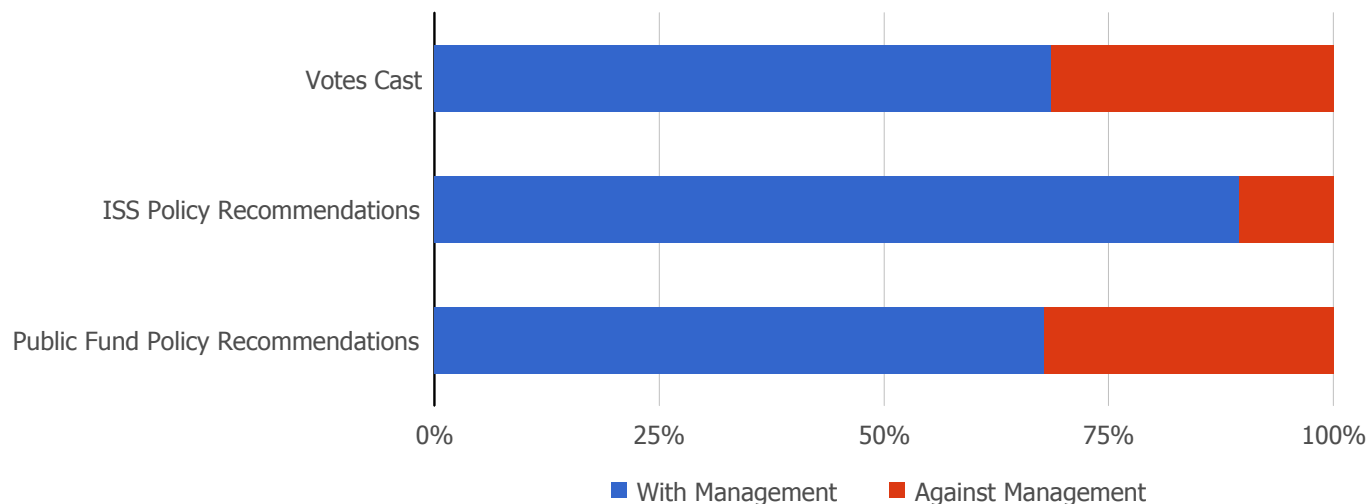
**Comparison of Meetings Voted**



With 204 meetings available to vote during the period, 204 were voted, equating to approximately 100% of the votable meetings with close to 0% unvoted.

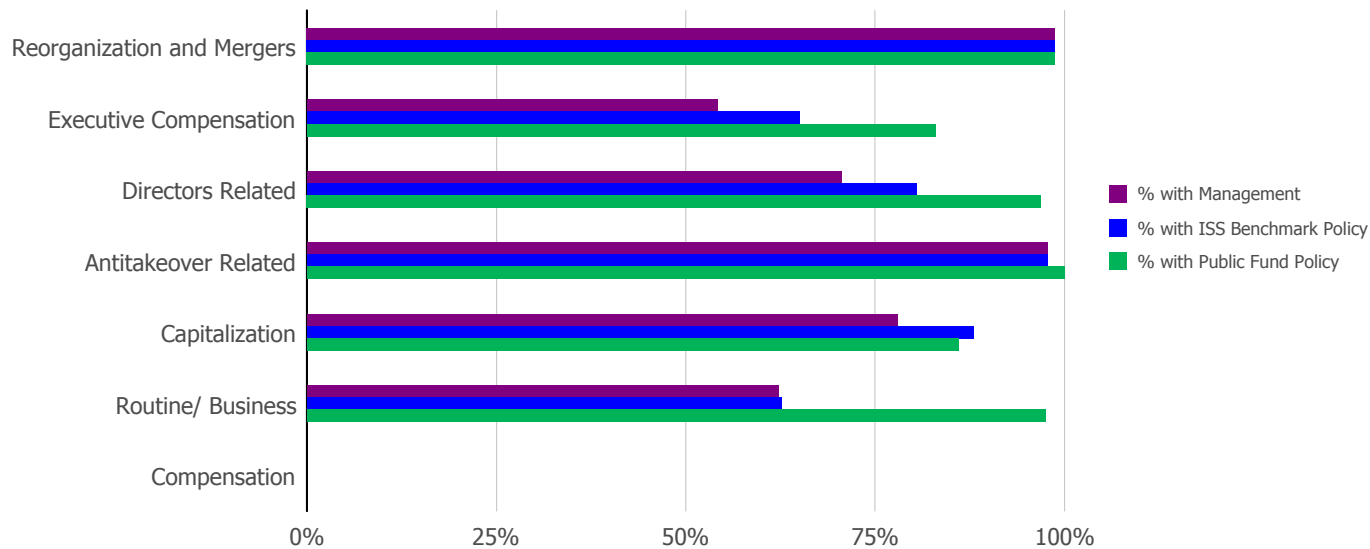
**Alignment with Management**

- > Comparing vote alignment with management recommendations highlights similarities and differences between investment managers’ governance philosophies and companies’ approach to key corporate governance issues.
- > The votes cast on ballots during the reporting period are aligned with management recommendations in 69% of cases, while the ISS Benchmark Policy recommendations are at 89%.
- > The recommendations of the specialized policy selected as referenced, the Public Fund policy, follow management recommendations for 68% of proposals.



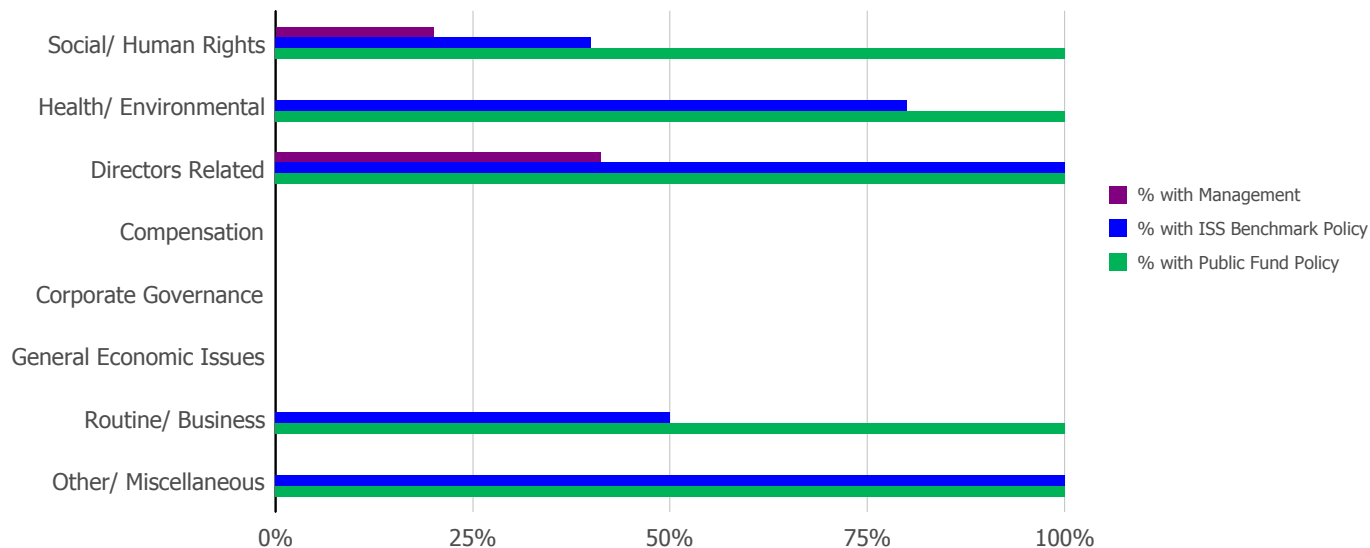
**Votes Cast on Management Proposal Categories**

- › The breakdown of proposals into the major proposal categories and the comparison of votes cast to management recommendations, ISS Benchmark Policy recommendations and the recommendations of the selected specialized policy, the Public Fund Policy, provide insight into the positioning of votes cast on proposals submitted by management against these benchmarks.
- › Votes cast during the reporting period were least in line with management on Executive Compensation matters, where only 54% of votes followed management recommendations.
- › Across categories, votes cast on management proposals show the closest alignment to the Public Fund Policy guidelines.



**Votes Cast on Shareholder Proposal Categories**

- › Votes cast on shareholder proposals, in opposition to management, reflect support for proposals submitted by shareholders.
- › During the reporting period, has shown the highest level of support for shareholder proposals related to E&S Blended, Health/ Environmental, Other/ Miscellaneous, Routine/ Business, at 100% and the lowest level of support for shareholder proposals related to Directors Related, with 59% of proposals supported in this category.
- › Across categories, votes cast on shareholder proposals show the closest alignment to the Public Fund Policy guidelines.



Contested Meetings Overview

Company	Ticker	ISS Governance QualityScore	Meeting Date	Position Value (USD)*	ISS Recommended Slate	Slate Voted	Key Takeaways
Enhabit, Inc.	EHAB	3	25-Jul-2024	33,670.9	Dissident	Dissident	<p>&gt; AREX Capital, a 4.9 percent shareholder, has nominated seven candidates to the nine-member board. Despite seeking a majority of the board, AREX is supporting the reelection of EHAB CEO Barbara Jacobsmeyer, along with incumbent director Barry Schochet.</p> <p>&gt; EHAB completed a spin-off from Encompass (EHC) in July 2022, with a board consisting of 11 directors, five of whom identified as legacy directors that had previously served on the EHC board. Two additional directors, Barry Schochet and Stuart McGuigan, were appointed following a settlement agreement with EHAB shareholders Cruiser Capital and Harbour Point in March 2023. At this meeting, four of the five legacy directors are not standing for election and will retire, with only one legacy director, Charles Elson, standing for reelection; the board will therefore be reduced from 13 to nine directors.</p> <p>&gt; In June 2023, the dissident publicly called for the company to run a strategic review. The company announced a strategic review in August, though the process was terminated in May 2024 with no formal offers received. Following the termination of the sale process, the dissident announced its proxy campaign. The dissident's campaign focuses on TSR and operational underperformance, arguing that the board has not provided the necessary guidance or oversight to an inexperienced management team following the spin-off.</p> <p>&gt; EHAB's TSR has significantly underperformed against its peers and the broader market since the spin-off. Further, the company's operational performance has seen a significant erosion in its profitability since the spin-off, coupled with a persistent inability to provide accurate guidance to the market, highlighted by multiple downward guidance revisions throughout 2022 and 2023 and five straight quarters of underperformance against consensus EBITDA estimates. That being said, the company's two most recent quarters have been promising and there are a number of underlying metrics which point to building momentum in the company's home health and hospice business. Further, the board has shown some willingness to engage with its shareholders, reaching a settlement with two shareholders and adding two directors in 2023, and running a reasonably thorough public sales process in response to the dissident's request.</p> <p>&gt; Given the historic issues facing the company, we find that the election of three dissident nominees would provide additional expertise in each of the company's businesses and additional oversight over the company's financial reporting and shareholder communications. As such, support is warranted on the WHITE dissident card for dissident nominees Gregory Sheff, Anna-Gene O'Neal, and Mark Ohlendorf, and for management nominees Tina Brown-Stevenson, Charles Elson,</p>



Reporting Period: 01-Jul-2024 to 30-Sep-2024

LL Flooring Holdings, Inc.	LL	5	10-Jul-2024	1.0	Dissident	Dissident	<p>Jeffrey Bolton, Stuart McGuigan, Barry Schochet, and Barbara Jacobsmeyer.</p> <p>F9 Investments, an 8.9 percent shareholder controlled by LL founder, former CEO and chairman Thomas Sullivan, has nominated Sullivan and two business associates to replace three incumbent directors that are up for election this year. F9 has previously made offers to acquire the company, but is not a participant in the company's current sale process. In addition, Jerald Hammann, who owns 10 shares of the company, has nominated himself to the board. On June 20, 2024, Hammann filed his first public letter in support of his campaign, stating that his candidacy would bring an independent perspective to the board. LL's prolonged TSR underperformance, significant operating challenges over the past two years, and the unsuccessful sale process thus far suggest that some level of change is warranted at the board level. Shareholders are recommended to vote FOR dissident nominee Delves and company nominees Parmar and Taylor, and WITHHOLD votes from company nominee Moore, and dissident nominees Sullivan and Witter. Shareholders are recommended to WITHHOLD votes from dissident nominee Hammann, as he has not provided a detailed case for change or for his candidacy.</p>
----------------------------	----	---	-------------	-----	-----------	-----------	--

\*Values are based on shares held on record date for the company's meeting held during the reporting period. Please contact your ISS Client Service Team with any questions related to how this value is calculated.

This document and all of the information contained in it, including without limitation all text, data, graphs and charts (collectively, the "Information") is the property of Institutional Shareholder Services Inc., its subsidiary, ISS Corporate Services, Inc., or in some cases third party suppliers (collectively "ISS"). The Information may not be reproduced or disseminated in whole or in part without prior written permission of ISS.

Information regarding the holdings and other data specific to the named recipient of this report (the "Recipient"), has been compiled from the records of only the asset manager(s) who use ISS' proxy advisory/voting services and who have authorized ISS to include the Recipient's data in this report. ISS believes this data to be reliable but cannot guarantee its accuracy.

The Information has not been submitted to, nor received approval from, the United States Securities and Exchange Commission or any other regulatory body. None of the Information constitutes an offer to sell (or a solicitation of an offer to buy), or a promotion or recommendation of, any security, financial product or other investment vehicle or any trading strategy, nor a solicitation of a proxy, and ISS does not endorse, approve or otherwise express any opinion regarding any issuer, securities, financial products or instruments or trading strategies.

Issuers mentioned in this product may have purchased self-assessment tools and publications from ISS Corporate Services, Inc. ("ICS"), a wholly owned subsidiary of ISS, or ICS may have provided advisory or analytical services to the issuer. No employee of ICS played a role in the preparation of the content of this product. Any issuer that is mentioned in this document may be a client of ISS or ICS, or may be the parent of, or affiliated with, a client of ISS or ICS. If you are an ISS institutional client, you may inquire about any issuer's use of products and services from ICS by emailing [disclosure@issgovernance.com](mailto:disclosure@issgovernance.com).

<b>Security Name</b>	<b>MCERA Manager</b>	<b>Asset Class</b>	<b>ISS Position Value</b>	<b>MCERA Market Value</b>	<b>Period End Date</b>
Reliance Industries Ltd.	Fidelity Institutional Asset Management	Emerging Markets	\$62.3M	\$4.4M	9/30/2024
UltraTech Cement Ltd.	Fidelity Institutional Asset Management	Emerging Markets	\$9.9M	\$1.1M	9/30/2024
SBI Life Insurance Company Limited	Fidelity Institutional Asset Management	Emerging Markets	\$9.8M	\$520.4K	9/30/2024
NIKE, Inc.	State Street Global Advisors	Domestic Large Cap	\$2.0M	\$1.6M	9/30/2024
Constellation Brands, Inc.	State Street Global Advisors	Domestic Large Cap	\$674.9K	\$673.3K	9/30/2024
Snowflake Inc.	State Street Global Advisors	Domestic Large Cap	\$595.3K	\$548.8K	9/30/2024
Houlihan Lokey, Inc.	Dimensinal Fund Advisors State Street Globabl Advisors	Small Cap Core Domestic Large Cap	\$592.8K	\$287.5K \$140.9K	9/30/2024 9/30/2024
BGC Group, Inc.	Dimensional Fund Advisors	Small Cap Core	\$460.6K	\$353.1K	9/30/2024
Hamilton Lane Incorporated	Fidelity Institutional Asset Management	Emerging Markets	\$436.9K	\$386.9K	9/30/2024
Inter Parfums, Inc.	Dimensional Fund Advisors	Small Cap Core	\$384.5K	\$372.9K	9/30/2024
Doximity, Inc.	Dimensional Fund Advisors State Street Global Advisors	Small Cap Core Domestic Large Cap	\$376.1K	\$216.0K \$62.5K	9/30/2024 9/30/2024
John Wiley & Sons, Inc.	Dimensional Fund Advisors	Small Cap Core	\$251.0K	\$206.5K	9/30/2024
Conagra Brands, Inc.	State Street Global Advisors	Domestic Large Cap	\$247.2K	\$262.0K	9/30/2024
Ralph Lauren Corporation	State Street Global Advisors	Domestic Large Cap	\$245.2K	\$137.0K	9/30/2024
HashCorp, Inc.	Dimensional Fund Advisors State Street Global Advisors	Small Cap Core Domestic Large Cap	\$213.2K	\$117.3K \$44.1K	9/30/2024 9/30/2024

MCERA Holdings For ISS Contested Meeting Report Q3 2024  
October 23, 2024

B.2

<b>Security Name</b>	<b>MCERA Manager</b>	<b>Asset Class</b>	<b>Market Value of MCERA Holding</b>	<b>Period End Date</b>
Enhabit, Inc	Dimensional Fund Advisors	Small Cap Core	\$39.4K	9/30/2024
LL Flooring Holdings, Inc	Dimensional Fund Advisors	Small Cap Core	\$4.6K	9/30/2024

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
RETIREMENT ADMINISTRATOR  
ANNUAL PERFORMANCE EVALUATION POLICY**

ADOPTED: June 11, 2008  
AMENDED: March 10, 2010  
AMENDED: September 8, 2010  
AMENDED: November 7, 2012  
AMENDED: May 6, 2015  
REVIEWED: May 9, 2018  
REVIEWED: May 5, 2021  
REVIEWED: May 1, 2024

**I. PURPOSE**

The purpose of the Marin County Employees' Retirement Association ("MCERA") Retirement Administrator Annual Performance Evaluation Policy is to provide a documented process that the Board shall follow when assessing the Retirement Administrator's performance, providing feedback, and determining compensation on an annual basis.

**II. ASSUMPTIONS**

1. Evaluating the performance of the Retirement Administrator is one of the most important duties of the MCERA Board of Trustees. Accordingly, the process should be designed to include the active participation of all trustees, and seek to obtain comment as well from former trustees who served on the Board during the time period under review.
2. With regards to the annual evaluation process, timing is of the essence. Given that there exists the potential for trustee turnover each year, it is important that the evaluation process be timely completed such that any departing trustees who have observed the Retirement Administrator's performance during the preceding year may participate. The evaluation process, including the basis of the evaluation and the results, should be transparent to all trustees and the Retirement Administrator.
3. The Board may, but is not required to, request input from any individuals or entities who report to the Retirement Administrator in connection with the evaluation.

**III. POLICY GUIDELINES**

**1. Annual Evaluation Form**

- a) The Retirement Administrator Performance Evaluation Form sets out the criteria to be used by the trustees in evaluating the Retirement Administrator's performance each year. A copy of the Retirement Administrator Performance Evaluation Form is attached as Exhibit A.

## B.3

### 2. **Evaluation Criteria**

- a) In determining the performance criteria to be incorporated in the Retirement Administrator Performance Evaluation Form, the following guidelines shall be observed:
  - i) To the extent possible, the criteria should be objective in nature.
  - ii) The criteria should address the Retirement Administrator's performance in meeting annual business objectives. Each year, the Board will define a set of key business objectives for the Retirement Administrator that are critical to advancing MCERA's strategies. Target performance should be defined for each objective. The Retirement Administrator's performance on each key business objective will be weighted as 50% of the evaluation.
  - iii) The criteria should address the Retirement Administrator's leadership competencies, including the following: vision and strategy; maximizing talent; staff administration; leading change; technical expertise; and judgment and decision making. The Retirement Administrator's leadership competencies will be weighted as 30% of the evaluation.
  - iv) The criteria should address the Retirement Administrator's performance in carrying out ongoing responsibilities. These responsibilities include overseeing day-to-day operations, implementing new strategies, resource development, and external/community relations. The Retirement Administrator's ongoing responsibilities will be weighted as 20% of the evaluation.
  - v) The criteria should also provide an overall evaluation rating as well as an opportunity for each trustee to suggest specific ways in which the Retirement Administrator may improve performance in the future.

### 3. **Evaluation Timetable**

- a) Each year, the Retirement Administrator and the Board will discuss and confirm the business objectives for the upcoming fiscal year. These objectives will be memorialized in writing, kept by the Board Clerk and used in the upcoming fiscal year to evaluate the Retirement Administrator's performance.
- b) Each year, the Board and Retirement Administrator will conduct a mid-year informal performance discussion.
- c) Four weeks prior to the Board's scheduled performance review, the Retirement Administrator will provide a self-evaluation to the Board members for their consideration in the Retirement Plan Administrator's evaluation.
- d) Four weeks prior to the Board's scheduled performance review of the Retirement Administrator, the Chairperson of the Board shall provide all trustees with a copy of the Retirement Administrator Performance Evaluation Form (See Exhibit A) , including business objectives, approved for that year.
- e) Trustees shall complete the Retirement Administrator Performance Evaluation forms and forward them to the Board Chairperson no later than two weeks prior to the scheduled performance review.
- f) The completed Retirement Administrator Performance Evaluation Forms shall be analyzed, and a Summary prepared by the Chairperson. Copies of the Summary

## B.3

shall be provided to the Retirement Administrator and all trustees at least one week prior to the August Board meeting.

- g) The Retirement Administrator shall have an opportunity to present and discuss, in executive session, his or her performance evaluation with the Board at its August Board meeting. Subsequent to the discussion, the Retirement Administrator may be asked to excuse himself or herself from the meeting to allow the Board to conduct further discussions.
- h) Based upon the Summary of Evaluations and the subsequent discussions involving the Board and the Retirement Administrator, the Board Chair shall prepare a Consensus Evaluation. At the September meeting of the Board, the Chair shall present the Consensus Evaluation.
- i) Compensation negotiations, as set forth in Section 4 below, will commence in August. It is the Board's intent to complete the evaluation and compensation process by the end of September.

### 4. **Compensation**

- a) Upon completion of the annual performance evaluation, the Board shall review the compensation of the Retirement Administrator for the following year in accordance with the provisions of the Retirement Administrator's existing employment agreement with MCERA. In doing so, the Board shall adhere to the following guidelines or principles:
  - i) Compensation should be arrived at initially through a negotiation process involving the Board Chair, or designee(s), and the Retirement Administrator. The final decision, however, rests with the Board.
  - ii) The compensation package established each year should be in consideration of previous year's practices and general industry practices.
  - iii) MCERA's Retirement Administrator will be granted any and all COLAs that are approved for Marin County unrepresented management subject to approval of the MCERA Board.
  - iv) Should compensation include an incentive-based element, the Board will establish with the Retirement Administrator specific and objective criteria that will serve as the basis for awarding said incentive element.
- b) Determining the structure of the compensation package, the Board may incorporate the following elements as it deems appropriate:
  - i) Salary
  - ii) Performance incentives
  - iii) Perquisites
  - iv) Benefits
  - v) Severance

### 5. **Transition**

Throughout the above process, the Chairperson of the Board shall establish and maintain a file containing a record of all relevant activities involving the Retirement Administrator Evaluation Process, including the Retirement Administrator Performance Evaluation Form, completed individual Evaluation Forms, Summary of Evaluations, Consensus Evaluation, etc.

**IV. POLICY REVIEW**

This policy shall be reviewed by the Board at least every three (3) years to ensure that it remains relevant and appropriate.

**V. ADMINISTRATOR'S CERTIFICATE**

I, Jeff Wickman, the duly Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify the review of this Policy.

Dated: May 1, 2024



Retirement Administrator



**Exhibit A**

**MCERA – Retirement Administrator Performance Evaluation Form**

**Rating Scale Definitions**

Use the 5 level rating scale described on the attached *Exhibit B* to evaluate employee performance against goal achievement and demonstration of competencies for the upcoming performance period.

**1. Retirement Administrator Annual Goals (50% of evaluation)**

**Instructions:** At the beginning of the year, the Board will define a set of key goals for the Retirement Administrator that are critical to advance MCERA’s strategies. Target performance should be defined for each goal. At year-end, please rate the Retirement Administrator’s performance on each key business objective using the rating scale shown.

**Goal #1**

**Define the Key Business Objectives:**

**Define Target Performance:**

**Priority**  
*(optional – start of year)*

**Rating**  
*(required)*

**Results Achieved/Comments:** *(optional)*

**Goal #2**

**Define the Key Business Objective:**

**Define Target Performance:**

**Priority**  
*(optional – start of year)*

**Rating**  
*(required)*

**Results Achieved/Comments:** *(optional)*

**Goal #3**

**Define the Key Business Objective:**

**Define Target Performance:**

**Priority**  
*(optional – start of year)*

**Rating**  
*(required)*

**Results Achieved/Comments:** *(optional)*

**Goal #4**

**Define the Key Business Objective:**

**Define Target Performance:**

**Priority**  
*(optional – start of year)*

**Rating**  
*(required)*

**Results Achieved/Comments:** *(optional)*

**Goal #5**

**Define the Key Business Objective:**

**Define Target Performance:**

**Priority**  
*(optional – start of year)*

**Rating**  
*(required)*

**Results Achieved/Comments:** *(optional)*

**(Overall weighted average on goal achievement will be calculated)**

## B.3

<b>2. Retirement Administrator Leadership Competencies (30% of evaluation)</b>		
<b>Instructions:</b> At the beginning of the year, the Board will review the leadership expectations with the Retirement Administrator and discuss strengths and developmental areas. At year-end, please rate the Retirement Administrator's performance on each of the leadership expectations using the rating scale shown in Exhibit B to the Policy.		
Leadership Competencies (Equally Weighted)	Comments <i>(optional)</i>	Rating <i>(required)</i>
<b>1 Vision and Strategy</b> -- Develops a compelling picture of MCERA's vision and strategy; understands the long-term view of MCERA's strengths, challenges, and opportunities; anticipates competitive trends and develops innovative strategies.		
<b>2 Maximizing Talent</b> -- Builds MCERA's long-term capability by ensuring the organization attracts, engages and retains a talented, diverse workforce; coaches and develops direct reports and emerging leaders.		
<b>3 Leading Change</b> -- Creates and drives critical change initiatives across MCERA by defining outcomes, energizing others and actively working with stakeholders to identify and work through resistance.		
<b>4 Technical Expertise</b> -- Builds depth and breadth of technical expertise and effectively makes decisions based on technical knowledge to increase credibility and success of MCERA.		
<b>5 Judgment and Decision Making</b> -- Generates insightful, innovative and practical solutions to complex or unusual problems through the use of critical thinking and judgment; effectively balances risk in decision making.		
<b>3. Ongoing Retirement Administrator Responsibilities (20% of evaluation)</b>		
<b>Instructions:</b> In addition to specific goals, the Retirement Administrator also has many important ongoing responsibilities. At year-end, please rate the Retirement Administrator's performance on these ongoing responsibilities using the rating scale shown on Exhibit B to the Policy.		
Ongoing Responsibilities	Comments <i>(optional)</i>	Rating <i>(required)</i>
<b>Retirement Administrator's Performance in Carrying Out Ongoing Responsibilities</b> -- includes overseeing day-to-day operations, implementing new strategies, resource development, and external/community relations.		
<b>4. Overall Evaluation</b>		
<b>Instructions:</b> At year-end, please consider the Retirement Administrator's performance for the full year and provide an overall evaluation using the rating scale shown. (Note: while a calculated overall rating will be generated, this question allows each Board member to reflect on the Retirement Administrator's performance for the full year and provide a comprehensive evaluation including consideration of performance areas that may not be covered by this form.)		
		Rating <i>(required)</i>
<b>Overall Evaluation Rating</b>		

**5. Open Ended Questions (Optional)**

1. What was the Retirement Administrator's most significant achievement over the past year?
  
2. Which area of the Retirement Administrator's performance, if any, needed more attention over the past year?
  
3. Which current or new goals should the Retirement Administrator focus on during the next 12 months?
  
4. Please share any additional comments.

**Thank you.**

**Evaluator:** \_\_\_\_\_  
Name:

**Date:** \_\_\_\_\_

**Exhibit B**

**RATING LEVELS AND DEFINITIONS FOR MCERA RETIREMENT ADMINISTRATOR EVALUATION**

**5. Outstanding**

- Performance is **distinguished**, consistently exceeding goals, standards, and expectations and reflects a rare level of contribution.
- Demonstrates high level of knowledge or skill in the **most complex** job aspects
- Contributes **innovative** solutions to advance the goals of the organization
- Performance is characterized by **unusual** insight, initiative, and accomplishment.
- Has a **significant and direct influence** on the positive performance of the work group, including partners and stakeholders, as reflected by the team’s commitment and performance quality

**4. Exceeds Expectations**

- Performance exceeds goals, standards, and expectations, reflecting a **superior** level of contribution.
- Demonstrates **better than required knowledge** and/or skill
- Performance is **consistently** characterized by sound judgment, initiative, and accomplishment.
- Has a **visible and positive influence** on the performance of the work group, including partners and stakeholders, as reflected by the team’s commitment and performance quality

**3. Competent and Effective**

- Performance is **successful**, meeting performance goals, standards, and expectations. (Note: It is possible to have an overall rating of “competent and effective” even though the employee has one or more “needs improvement” ratings in individual performance categories.)
- Demonstrates **required knowledge** and/or skill to perform assigned duties successfully
- Has a **positive effect** on the performance of the work group, including partners and stakeholders, as reflected by the team’s commitment and performance quality

**2. Needs Improvement**

- Meets some goals, standards, and expectations but performance is inconsistent and there are areas of deficiency
- Does not demonstrate required knowledge and/or skill to perform certain job duties
- Performance is below that which can be expected of a manager or supervisor after a reasonable period of training.
- Performance may have a negative impact on the work program and/or work group.

**1. Unsatisfactory**

- Performance is consistently below standards and expectations in many areas.
- Rarely completes assignments or achieves performance goals on schedule
- Does not demonstrate required knowledge and/or skills to perform most job duties
- Performance has a negative impact on the work program and/or workgroup.

**Investment Policy Statement  
For**

**Marin County Employees' Retirement Association**



**FINAL  
March 2024**

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION**  
**INVESTMENT POLICY STATEMENT**

**Table of Contents**

Introduction.....	1
Policies and Procedures .....	2
Investment Goal Statement .....	3
General Objectives and Guidelines .....	8
Investment Management Policy .....	13
Private Equity Policy .....	17
Duties of Responsible Parties .....	20
Policy Review .....	25

**Appendices:**

Appendix A	Strategic Asset Allocation
Appendix B	Individual Manager Guidelines
Appendix C	Individual Private Equity Sponsor Guidelines
Appendix D	Placement Agent Payment Disclosure Policy

## **INTRODUCTION**

The Marin County Employees' Retirement Association ("MCERA") was established to provide retirement benefits to county employees and other local public agencies. The Board of Retirement (the "Board" and/or the "Board of Retirement") is comprised of the County Director of Finance, four members appointed by the County Board of Supervisors, four members elected by the membership, plus one alternate retiree and one alternate safety member. The Director of Finance may also designate a deputy, who is employed under the Director of Finance's authority, to act in his or her place and stead on the Board or any of its committees.

MCERA was organized in accordance with the provisions of California's 1937 County Employees Retirement Law ("1937 Act"). The powers and duties of the Board of Retirement are set forth in the 1937 Act and in Article XVI, section 17, of the State Constitution. This document provides a framework for the investment of the assets of MCERA. The Board of Retirement has established a standing Investment Committee, which is composed of all members of the Board of Retirement ("Investment Committee" or "Committee"). As set forth in the Investment Committee's Charter, the Committee has been delegated all investment authority of MCERA as set forth therein. The purpose of the Investment Policy is to assist the Board, through the Investment Committee, in effectively supervising and monitoring the assets of MCERA (the "Plan" or the "Fund"). Specifically, it will address the following issues:

- The general goals of the investment program;
- The policies and procedures for the management of the investments;
- Specific asset allocations, rebalancing procedures and investment guidelines;
- Performance objectives; and
- Responsible parties.

The Investment Committee establishes this investment policy in accordance with applicable local, State, and Federal laws. The Board and Committee members exercise authority and control over the Plan, by setting policy which the Staff executes either internally or through the use of external prudent experts. The Board and Committee oversee and guide the Plan subject to the following basic fiduciary responsibilities:

- Solely in the interest of, and for the exclusive purpose of, providing benefits to participants and their beneficiaries, minimizing contributions thereto, and defraying reasonable expenses of administering the Plan.
- Invest and manage Fund assets as a prudent investor would, by considering the purposes, terms, distribution requirements, and other circumstances of the Fund. In satisfying this standard of care, the trustees shall exercise reasonable care, skill, and caution.
- Diversify the investments of the Plan so as to minimize the risk of loss and to maximize the rate of return, unless under the circumstances it is clearly prudent not to do so. Diversification is applicable to the deployment of the assets as a whole.

## B.4

This policy statement is designed to allow for sufficient flexibility in the management oversight process to capture investment opportunities as they may occur, while setting forth reasonable parameters to ensure prudence and care in the execution of the investment program.



## **POLICIES AND PROCEDURES**

The policies and procedures of MCERA's investment program are designed to maximize the probability that the investment goals will be fulfilled. Investment policies will evolve as Fund conditions change and as investment conditions warrant.

### *Asset Allocation Policy*

MCERA adopts and implements an asset allocation policy that is predicated on a number of factors, including:

- A projection of actuarial assets, liabilities and benefit payments and the cost of contributions;
- Historical and expected long-term capital market risk and return behavior;
- An assessment of future economic conditions, including inflation and interest rate levels; and
- The current and projected funding status of the Plan.

This policy provides for diversification of assets in an effort to maximize the investment return of the Plan consistent with market conditions. Asset allocation modeling identifies asset classes the Plan will utilize and the percentage that each class represents of the total Fund. Due to the fluctuation of market values, positioning within a specified range is acceptable and constitutes compliance with the policy. It is anticipated that an extended period of time may be required to fully implement the asset allocation policy, and that periodic revisions will occur. MCERA's Staff and external consultants will monitor and assess the actual asset allocation versus policy and will evaluate any variation deemed significant.

The Board and Committee will implement the asset allocation policy (i) through the use of investment managers to invest the assets of MCERA in accordance with the investment guidelines incorporated into the investment management agreements executed with MCERA and/or (ii) through its investment in limited liability partnerships, limited liability corporations, commingled funds, group trusts or other commonly used investment vehicles, which invest allocated assets in accordance with the governing documents for the investment vehicle. When appropriate, passive management strategies may also be utilized.

## **INVESTMENT GOAL STATEMENT**

The Plan's general investment goals are broad in nature. The objective shall be to efficiently allocate and manage the assets dedicated to the payment of Plan benefits and administrative expenses. The following goals, consistent with the above described purpose, are adopted:

- The overall goal of MCERA's investments is to provide Plan participants with retirement, disability, and death and survivor benefits as provided for under the County Employees Retirement Law of 1937 (CERL) and California Public Employees' Pension Reform Act of 2013 (PEPRA), as applicable. This will be accomplished through a carefully planned and executed long-term investment program.
- MCERA's assets will be managed on a total return basis. While MCERA recognizes the importance of the preservation of capital, it also adheres to the principle that varying degrees of investment risk are generally rewarded with compensating returns.
- The total portfolio over the long term will be expected to:
  1. Meet or exceed a long-term total portfolio real (above inflation) return commensurate with the target asset allocation contained in Appendix A to this document (annualized, net of fees, over a full market cycle, normally defined as 5-7 years);
  2. Meet or exceed the assumed actuarial rate of return over long-term periods; and
  3. Meet or exceed a weighted index of the total Plan's asset allocation policy and component benchmarks over rolling five-year periods by an appropriate amount (annualized, net of fees, over a full market cycle).
- MCERA's Investment Policy has been designed to produce a total portfolio, long-term real return. Consequently, prudent risk-taking is warranted within the context of overall portfolio diversification to meet this goal. The investment activities are designed and executed in a manner that serves the best interests of the members and beneficiaries of the Association.
- All transactions undertaken will be for the sole benefit of MCERA's members and beneficiaries and for the exclusive purpose of providing benefits to them, minimizing contributions to the Plan and defraying reasonable associated administrative expenses.
- MCERA has a long-term investment horizon, and utilizes an asset allocation plan that encompasses a strategic, long-run perspective of capital markets. It is recognized that a strategic long-run asset allocation plan implemented in a consistent and disciplined manner will be the major determinant of the Plan's investment performance.

Investment recommendations and subsequent actions are expected to comply with "prudent expert" standards. Board and Committee members are expected to comply with "prudent investor" standards.

### **Manager Utilization and Selection**

The selection of investment managers is accomplished in accordance with all applicable local, State and Federal laws and regulations. Each investment manager and consultant functions under a formal contract which delineates responsibilities and appropriate performance expectations. A formal set of investment guidelines and investment administrative requirements for each investment manager has been established and is provided as an addendum to this document. With regard to investment in limited liability partnerships, limited liability corporations, commingled funds, group trusts or other commonly used investment vehicles, the management of the relevant investment vehicle and the investment guidelines will be as set forth in the fund's legal documentation.

### **Manager Authority**

The Plan's investment managers, unless otherwise noted in their contract, shall have designated discretion to direct and manage the investment and reinvestment of assets allocated to their accounts in accordance with this document; applicable local, State and Federal statutes and regulations; and individual management investment plans and executed contracts. Commingled investments, including but not limited to investments in mutual funds, trusts, limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles, are expected to comply with the guidelines established in the governing documents or fund prospectus.

The Board, Committee, and Staff will consider the comments and recommendations of consultants in conjunction with other available information in making informed, prudent decisions.

### **Proxy Voting**

MCERA acknowledges that the ownership of equities requires proxies to be voted. MCERA commits to managing its proxy voting rights with the same care, skill, diligence and prudence as is exercised in managing its other assets. As responsible fiduciaries, the Board of Retirement will exercise its proxy voting rights in the sole interest of the Plan's members and beneficiaries in accordance with all applicable statutes and MCERA's Proxy Voting and Corporate Governance Policy.

### **Securities Lending**

The Board and/or Committee may authorize the execution of a "Securities Lending Program" which will be performed by the Plan custodian or qualified third-party securities lending agent(s). The program will be established by a written agreement authorized by the Board and/or Committee and monitored and reviewed by the Staff.

The following are the general guidelines for the securities lending program:

1. The lending program may be implemented through the use of agent lenders or principal lenders;

## B.4

2. The lenders may lend financial securities including, but not limited to, U.S. and non-U.S. equities, corporate bonds, and U.S. and non-U.S. government securities;
3. If an agent program is implemented, the agent shall have full discretion over the selection of borrowers and shall continually review the creditworthiness of potential borrowers through extensive analysis of relevant information;
4. All loans shall be fully collateralized with cash, government securities or irrevocable bank letters of credit;
5. Cash collateral received from securities borrowers will be deposited upon receipt in a pre-approved short-term investment vehicle or vehicles;
6. Loans of U.S. securities are initially collateralized at 102% of the market value of the borrowed securities if the borrowed securities and the collateral are denominated in the same currency and at 105% if the borrowed securities and the collateral are denominated in different currencies. As the market value of the collateral falls below 102% (105%) of the market value of the borrowed securities, the borrower is marked to market each business day using yesterday's closing prices, subject to the lending agent's de minimis rules of change;
7. Securities on loan should be marked-to-market on a daily basis to assess adequacy of collateralization;
8. The lender shall provide periodic performance reports to MCERA;
9. The securities lending program should in no way inhibit the portfolio management activities of the other investment managers of the system;
10. Staff shall be responsible for making an annual report to the Board and/or Committee on securities lending activity; and
11. All other operational aspects of MCERA's securities lending program are hereby delegated to Staff.

### **Derivatives and Leverage**

MCERA's investment managers may be permitted under the terms of individual investment guidelines to use derivative instruments to implement market decisions and security positions and to control portfolio risk. Derivatives are contracts or securities whose returns are derived from the returns of other securities, indices or instruments including, but not limited to, futures, forwards, options, swaps and options on futures. Examples of appropriate applications of derivative strategies include hedging interest rate and currency risk, rebalancing portfolio exposures, securitizing Fund level and manager cash, maintaining exposure to a desired asset class while effecting asset allocation changes and adjusting portfolio duration for fixed income. Portfolio liabilities associated with investments (i.e. mortgage forward bond purchases, futures, in-the-money short puts, reverse repurchase agreements, etc.) shall be backed by cash equivalents or deliverable securities.

MCERA's investment managers are not allowed to utilize derivatives for speculative purposes. All derivatives must be backed by collateral in the form of deliverable securities equal to or greater than the value of the total derivative exposure. In no circumstances can individual managers borrow funds to purchase derivatives. No derivatives positions can be established that create portfolio characteristics outside of portfolio guidelines. Managers must ascertain and carefully monitor the creditworthiness of any third parties involved in derivative transactions.

**Rebalancing**

MCERA has a long-term investment horizon and utilizes an asset allocation plan that encompasses a strategic, long-run perspective of capital markets. It is recognized that a strategic long-run asset allocation plan implemented in a consistent and disciplined manner will be the major determinant of the Plan's investment performance. MCERA's overlay manager reviews the Plan's strategic asset allocation on a daily basis and automatically rebalances the allocation back to target ranges.

In addition to the overlay program, staff will monitor asset weights in the Fund's portfolio and conduct a physical rebalance as necessary to remain within the ranges of the targeted asset allocations identified in the Fund's asset allocation plan.

The fund will systematically rebalance when the asset classes move outside their target ranges or when significant cash flows occur. Rebalancing will not be used to time rises or falls in equity or bond markets by moving away from long-term targets.

## **GENERAL INVESTMENT OBJECTIVES AND GUIDELINES**

### **Equity Portfolios**

Each equity investment manager retained by MCERA will follow a specific investment style and will be evaluated against a specific market index that represents their investment style. In addition, in the case of active managers, investment results may also be compared to returns of a peer group of managers with similar styles. Benchmarks for the various equity portfolios may include the following indices as well as those proposed by the managers reviewed by the Staff and approved by the Investment Committee or Board:

#### **Domestic Equity Portfolio – Russell 3000 Index**

*Large Cap Stocks – Russell 1000 Index*

*Small Cap Stocks – Russell 2000 Index*

#### **International Equity Portfolio – MSCI ACWI ex-US IMI Index**

*International Large Cap Stocks – MSCI World ex-US Index*

*International Small Cap Stocks – MSCI EAFE Small Cap Index*

*International Emerging Markets Stocks – MSCI Emerging Markets Free Index*

General equity guidelines for active managers include the following:

- American Depositary Receipts (ADRs) and foreign securities listed on a major US stock exchange or on the NASDAQ are permitted if specified in the manager’s guidelines.
- Convertible securities may be held in equity portfolios and shall be considered equity holdings.
- Securities must be traded on a regulated stock exchange, or listed on the NASDAQ or a comparable foreign market operation.
- Forward or futures contracts for foreign currencies may be entered into for hedging purposes or pending the selection and purchase of suitable investments in, or the settlement of, any such securities transactions only in international equity portfolios.
- The following transactions are not permitted unless specifically authorized in the investment manager agreement or in the specific manager guidelines in the appendix:
  - The use of borrowed funds
  - Short sales or margin sales
  - Private placements (except 144As)
  - Futures, options, currency forwards and futures, and other derivative securities.

### **Fixed Income Portfolios**

The fixed income portfolios will be managed on a total return basis, following specific investment styles and evaluated against specific market indices that represent a specific investment style or market segment. In addition, investment results may also be compared to returns of a peer group of managers investing with a similar style. The benchmarks for the various fixed income portfolios may include the following indices:

#### **Fixed Income Portfolio – Bloomberg U.S. Aggregate Bond Index**

*U.S. Core Plus Fixed Income – Bloomberg U.S. Aggregate Bond Index*

General fixed income guidelines include the following:

- Unless specified in the manager’s guidelines, the minimum average quality rating of the securities in any portfolio will maintain an average weighted credit quality of not more than 2 rating notches below the benchmark’s average weighted credit quality, at all times. For the avoidance of doubt, if the benchmark is rated AA-, then 2 notches below would be A.
- Ratings method: The ratings method used to test both the benchmark’s average credit rating and the portfolio’s average credit rating will be “split to the highest rating” of the three major rating agencies.
- Derivatives, including forward or futures contracts for foreign currencies, may be used to hedge the portfolio, or to effect portfolio management decisions in a timely, cost-effective manner. Borrowed funds shall not be used.
- An individual investment manager’s portfolio shall have an effective duration between 75% - 125% of the effective duration of the appropriate index, unless a broader range is permitted with the specific manager guidelines in the Appendix.
- The following transactions are prohibited unless specifically authorized by the Investment Committee or Board or by the specific manager guidelines in the Appendix:
  - Private placements (except 144As);
  - Interest Only CMOs, Principal Only CMOs, inverse floaters and any tranche that has a leveraged component embedded in the structure.

### **Real Estate Portfolios**

The Real Estate portfolios will be managed on a total return basis, through a combination of income and appreciation, following specific investment styles and evaluated against a specific market index. In addition, investment results may also be compared to returns of a peer group of managers investing with a similar style. The benchmark for the various Real Estate portfolios may include the following index:

**Real Estate Portfolio – NFI-ODCE Equal Weighted Index (Net)**  
*Core Real Estate – NFI-ODCE Equal Weighted Index (Net)*

- All investments in real estate shall be managed by external advisors.
- MCERA may invest in real estate through diversified institutional commingled vehicles. The vehicles can be limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles.
- The vehicle’s manager(s) will have discretion with respect to the management of the fund’s investment program, operating within the parameters delineated in the fund’s legal documentation.

### **Real Assets Portfolio**

The real assets portfolio will be managed on a total return basis, following specific investment styles and evaluated against specific market indices that represent a specific investment style or market segment. In addition, investment results may also be compared to returns of a peer group of managers investing with a similar style. The benchmarks for the various real assets portfolios may include the following indices:

**Real Assets Portfolio – Blended Benchmark (25% Bloomberg U.S. TIPS Index, 25% Bloomberg Commodities Index, 25% S&P Global Natural Resources Index, 25% Dow Jones U.S. Select Real Estate Securities Index)**  
*Treasury Inflation Protected Securities – Bloomberg U.S. TIPS Index*  
*Commodities – Bloomberg Commodities Index*  
*Global Natural Resources Equity – S&P Global Natural Resources Index*  
*Real Estate Investment Trusts – Dow Jones U.S. Select Real Estate Securities Index*

- MCERA may invest in real assets through separate accounts or diversified institutional commingled vehicles.
- The vehicle’s manager(s) will have discretion with respect to the management of the fund’s investment program, operating within the parameters delineated in the fund’s legal documentation.



## B.4

- The investment objective of the real assets program is to create a portfolio of high-quality real assets investments that will enhance long-term investment performance, meet inflation objectives, and diversify the asset base for the entire MCERA investment portfolio.

### **Private Equity Portfolios**

MCERA will invest in private equity through institutional closed-end, finite-life commingled private equity fund-of-funds vehicles. The fund-of-funds vehicles will be limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles.

- Private equity investments will consist primarily of limited partnership investments in diversified private equity portfolios (e.g., venture capital, acquisition, special situation, subordinated debt, restructuring funds, and others).
- The vehicle's manager(s) will have discretion with respect to the management of the fund-of-funds investment program, operating within the parameters delineated in the investment vehicle's legal documents.
- The investment objective of the private equity allocation is to achieve consistent positive real returns and to maximize long-term total return net of fees within prudent levels of risk through capital appreciation and diversification.
- While the investment guidelines of each investment vehicle will be determined by the fund-of-funds legal documentation, the fund's manager, in managing the portfolio, should take prudent care.

### **Opportunistic Portfolio**

MCERA may invest in opportunistic investments that will vary by assignment. Performance objectives or guidelines will be defined by MCERA in its retention of managers or selection of suitable investments and will be evaluated to test progress toward attainment of longer-term goals.

- MCERA may invest in opportunistic investments through separate accounts and diversified institutional commingled vehicles which may include limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles.
- The manager(s) will have discretion with respect to the management of the separate account or fund's investment program, operating within the parameters delineated in the separate account or fund's legal documentation.
- The investment objective of the opportunistic allocation is to achieve consistent positive real returns and to maximize long-term total return net of fees within prudent levels of risk through capital appreciation and diversification.

**Short Term Investment/Cash Equivalents**

MCERA is restricted from investing short term funds and cash equivalents in investment vehicles other than the Treasurer's Pool, the State Pool and the STIF funds maintained at the custodian bank. Retirement funds shall be invested in investments with an average maturity of one year or less.

Any exemption from these general guidelines requires prior written approval from the Board or Investment Committee.

**Policy Implementation Overlay**

The Board or Investment Committee may retain a "policy overlay manager" to rebalance portfolio exposures, bridge exposure gaps during transitions, 'securitize' Fund level cash, and securitize residual cash positions held by each manager. The policy overlay manager may use futures or swaps, when appropriate, to gain market exposure on existing cash positions. The manager will not use futures or other derivative instruments for speculative purposes.

## **INVESTMENT MANAGEMENT POLICY**

MCERA will utilize externally managed portfolios based on specific styles and methodologies. The manager will acknowledge in writing, as more particularly set forth in Appendix B, that they are fiduciaries to MCERA with respect to the assets they manage and/or invest on MCERA's behalf, and will have discretion and authority to determine investment strategy, security selection and timing within their asset class and subject to the Policy guidelines and any other guidelines specific to their portfolio. Performance of the portfolio will be monitored and evaluated on a regular basis relative to each portfolio component's benchmark return and relative to peer groups of managers with similar investment styles where applicable.

Investment managers, as prudent experts, will be expected to know MCERA's investment policies (as outlined in this document) and any specific guidelines for their portfolios, and to comply with those policies and guidelines. It is each manager's responsibility to identify policies that may have an adverse impact on performance, and to initiate discussion with Staff toward possible amendment to said policies through Board or Investment Committee action.

The Investment Committee and Staff will also review each investment manager's adherence to its investment policy, and any material changes in the manager's organization (e.g., personnel changes, new business developments, etc.). The investment managers retained by MCERA will be responsible for informing the Investment Committee and Staff of all such material changes on a timely basis.

Investment managers under contract with MCERA shall have discretion to establish and execute transactions with established regional and national securities broker/dealers as needed. Unless otherwise authorized by the Board or Investment Committee, these investment managers must obtain the best available prices and most favorable executions with respect to all of the portfolio transactions as market conditions permit.

Unless specifically authorized by the Board or Investment Committee, the following transactions will be prohibited: short sales; selling on margin; "prohibited transactions" as defined under the Employee Retirement Income Security Act of 1974 (ERISA); transactions that involve a broker acting as a "principal", where such broker is also the investment manager who is making the transaction, and any or all investment activities forbidden by the SEC or other applicable governing bodies.

### **Selection Criteria for Investment Managers**

Criteria will be established for each manager search undertaken by MCERA, and will be tailored to MCERA's needs in such a search. In general, eligible managers will possess attributes including, but not limited to, the following:

- The firm must be experienced in managing money for institutional clients in the asset class/product category/investment style specified by MCERA.

## B.4

- The firm must display a record of stability in retaining and attracting qualified investment professionals, as well as a record of managing asset growth effectively, both in gaining and retaining clients.
- The firm must have an asset base sufficient to accommodate MCERA's portfolio. In general, managers should have at least \$100 million of discretionary institutional assets under management, and MCERA's portfolio should make up no more than 20% of the firm's total asset base. Exceptions shall be made on a case-by-case basis.
- The firm must demonstrate adherence to the investment style sought by MCERA, and adherence to the firm's stated investment discipline.
- The firm's fees should be competitive with industry standards for the product category.
- The firm must comply with the "Duties of the investment managers" outlined herein and conform to the CFA Institute standards for performance reporting.

### **Criteria for Investment Manager Termination and Watchlist**

MCERA reserves the unilateral right to terminate a manager at any time for any reason. The occurrence of certain events will result in specific actions being taken. This section describes these events, the course of action that will be taken and the responsible parties. It also establishes a "Watchlist" as a means of monitoring and evaluating managers who meet any of the items identified under the Criteria For Investment Manager Termination. If a manager is on the Watchlist no additional assets will be allocated to the manager until the manager has been removed from the Watchlist, provided however that if the Investment Committee determines, after review and discussion with staff and its Investment Consultant, that it is appropriate and in alignment with the other goals established under this policy to make additional funds to a manager on the Watchlist then the Committee can vote to direct the staff to take this action. The Investment Committee will determine where to invest any additional assets that would otherwise have been allocated to the manager. Each manager on the Watchlist will be monitored closely by Staff and the Consultant and may be required to make special presentations to the Investment Committee and Staff if requested. MCERA may place a manager on the Watchlist at any time and when it is deemed warranted due to improved conditions, a manager may be removed from the Watchlist.

*Illegal or Unethical Practice.* The manager will report this event in writing to the Retirement Administrator not later than the close of the business day following discovery of the illegal or unethical practice. The Retirement Administrator will inform the Investment Committee in writing of this practice as soon as administratively possible. If the illegal or unethical practice has a material adverse effect upon the MCERA portfolio, or any attempt was made by the manager to hide this practice, the manager will normally be terminated upon review and action by the Investment Committee. If the practice is procedural and has been properly referred to the appropriate regulatory authorities, the Retirement Administrator will recommend to the Investment Committee whether or not to terminate the manager.

## B.4

*Guideline Violation.* The manager will report any guideline violation in writing to the Retirement Administrator not later than the close of the second business day following discovery along with the manager's proposed remedy. If the violation results in a loss to MCERA, the manager will compensate MCERA for this loss. If the manager refuses to correct this violation, or if other violations occur, the Retirement Administrator may recommend termination of the manager to the Investment Committee. Guideline violations that have been corrected will be reported to the Investment Committee at their next regular meeting. Violations that have not been corrected, or violations that persist, will be reported to the Investment Committee as soon as administratively possible.

*Deviation from Investment Process.* If the Retirement Administrator determines that the manager has deviated materially from its stated investment process or philosophy, the Retirement Administrator will report to the Chair of the Investment Committee as soon as possible. The Retirement Administrator may also recommend termination of the manager, as soon as administratively possible, to the Investment Committee.

*Loss of Key Personnel or Change in Ownership.* The manager will inform the Retirement Administrator in writing within 24 hours following the loss of key personnel or a change in ownership. Loss of key personnel may result in termination of the manager. A material change in the ownership of the manager may result in the termination of the manager. The Retirement Administrator will make a recommendation regarding termination to the Investment Committee as soon as administratively possible.

*Lack of Cooperation with Reasonable Requests.* The manager is required to provide information, attend meetings and comply with other reasonable requests. Failure to do so may result in a recommendation to terminate the manager.

*Underperformance.* MCERA understands the cyclical nature of investment performance and the potential for its investment managers not to meet objectives over short-term periods. While it is not the Investment Committee's intention to terminate a manager for short-term underperformance relative to objectives, the Investment Committee has implemented the following process as a means of monitoring and evaluating managers that have experienced performance difficulties in the short-term to assess the impact on longer-term performance.

If a manager trails its relevant benchmark by more than 100 basis points (net of fees) and ranks in the bottom quartile of its peer universe (gross of fees ranking) for the trailing three years, or if a manager trails its relevant benchmark (net of fees) or ranks below median of its peer universe (gross of fees ranking) for the trailing five years, then the manager may be placed on the Watchlist.

If the underperformance of a manager on the Watchlist persists over a reasonable period in the future (as defined by the Staff, Investment Committee and Consultant based on the unique circumstances surrounding the manager and current market conditions), the Investment Committee may and will consider termination.

## B.4

### *Procedures Following the Initiation of Watch Status.*

The watch period will be established for a one-year total duration.

If at the end of the watch period, performance has improved to above-benchmark and/or above the manager median over a market cycle, the manager will be removed from the Watchlist.

If at the end of the watch period, the manager is underperforming the manager may be terminated or remain on the Watchlist for a period defined by the Investment Committee.

Unlike open-end funds and separate accounts for public market securities which are more easily liquidated, exiting open-end or closed-end commingled funds for private markets may have liquidity constraints. For these reasons, the Watchlist and terminating procedures used for traditional public market vehicles are not applicable for private market vehicles. Staff with the assistance of the Investment Consultant will make appropriate recommendations for exiting such positions.

## **PRIVATE EQUITY POLICY**

MCERA's private equity investments allocation will consist primarily of limited partnership investments in diversified private equity portfolios (e.g., venture capital, acquisition, special situation, subordinated debt, and restructuring funds and others). MCERA will invest in private equity through institutional closed-end, finite-life commingled private equity fund-of-funds vehicles. The fund-of-funds vehicles will be limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles. Investments directly in stand-alone corporate finance limited partnerships and direct investments in companies are not currently considered appropriate. The vehicle's manager(s) will have discretion with respect to the management of the fund-of-funds investment program, operating within the parameters delineated in the fund's legal documentation. The investment manager of the fund-of-funds will acknowledge in writing by side letter or otherwise that they are Plan fiduciaries and will acknowledge having read and understood the guidelines set forth in this section of the Investment Policy Statement and any other guidelines specific to their portfolio as more particularly set forth in Appendix C.

To maintain an appropriate funded status on a net asset value basis, MCERA may be required to make periodic commitments to additional fund-of-funds vehicles managed by either the same or different fund-of-funds managers. MCERA's staff will work with the investment consultant and the managers to determine appropriate commitment timing and amounts and present a recommended plan to the Investment Committee annually.

To ensure adequate access and diversification, MCERA may utilize multiple fund-of-funds providers. There is no specific limit on the number of vendors to be utilized. However, to avoid unnecessary administrative burdens, MCERA will limit the number of vendors employed to the extent practical. Only those firms committed to providing ongoing access to the private equity arena through fund-of-funds offerings, who have a demonstrated record of investing client funds in top tier private equity partnerships and who limit assets accepted for management to sums that can in fact be committed in top tier funds will be considered.

MCERA recognizes that many well-qualified fund-of-funds providers make direct private equity investments within the fund-of-funds vehicle (e.g. secondary or co-investments). Such investments are permissible provided that they constitute a comparatively small portion of the total fund-of-funds' asset base (typically less than 35%).

### **Investment Objectives**

The investment objective of the private equity allocation is to achieve consistent positive real returns and to maximize long-term total return within prudent levels of risk through capital appreciation and diversification. MCERA's holdings will be professionally managed on a cash-to-cash basis and will have broad exposure to key private corporate finance strategies (e.g., venture capital, acquisition, special situation, etc.), with allocations to the various strategies diversified in a manner consistent with institutional private equity programs generally.

Selection Criteria for Private Equity

Partnership Selection

As requested by MCERA, the investment consultant shall develop a proposed “Manager Candidate Profile” that will serve as the basis for evaluation of potential fund-of-funds providers consistent with MCERA’s investment policy. This document will specify the minimum selection criteria for potential vendors and also detail preferred characteristics. The consultant will then evaluate prospective candidates and submit a listing of those firms that appear to best meet the requirements and preferences. Staff and consultant will discuss these candidates and identify those that should be advanced for Board and/or Investment Committee consideration. Ultimately, the Investment Committee will determine which firms shall be retained.

The targeted private equity investments will be fund-of-funds vehicles that are commingled, closed-end, and finite-life limited liability entities.

Due to the inevitability of short-term market fluctuations that may cause variations in the investment performance, it is intended that the performance objectives outlined below will be achieved by the fund-of-funds over the life of the vehicle(s), generally 15 years. The Investment Committee will evaluate the Funds’ interim performance to test progress toward attainment of these longer-term goals. However, it is understood that there are likely to be short-term periods during which performance will deviate from expectations. Minimum expectations are as follows:

- For policy benchmarking purposes, over the long-term (rolling 10-year periods) the private equity portfolio is expected to generate returns in excess of the combined benchmark, consisting of 60% Russell 3000 and 40% MSCI ACWI ex-US IMI, employing a time-weighted return calculation.
- The private equity portfolio and manager returns will also be measured employing a dollar-weighted, internal rate of return (IRR) calculation and benchmarked against relevant peer group information from a recognized private equity database provider. The portfolio will also be benchmarked employing standard private equity performance ratio measures: Total Value to Paid-In Capital (TVPI) and Distributed Value to Paid-In Capital (DPI). IRR and ratio performance should be above median relative to recognized private equity industry peer database returns. Measures should be focused on returns net of all partnership fees and expenses.

Attainment of these objectives does not guarantee future investment by the Investment Committee in a specific manager’s fund-of-funds vehicles, nor does failure to achieve these guidelines ensure a lack of future investment support for follow-on vehicles. Providers are selected at the discretion of the Investment Committee.

In addition, the following stipulation(s) apply:



## B.4

- The investment manager of the fund-of-funds vehicle shall be a Bank or a registered investment advisor under the Investment Advisors Act of 1940 (1940 Act).
- If the fund-of-funds vehicle provides distributions in cash or securities, the Fund will opt to receive cash.

### Reporting Requirements

Reporting requirements will be governed by the fund-of-funds legal documentation, which at a minimum will provide for quarterly unaudited financial statement and other relevant investment holdings related exhibits, and annual audited financial statements and relevant investment holdings-related exhibits.

It is expected that the fund-of-funds investment managers will meet with the Board or Investment Committee as reasonably requested and at least annually.

### Coordination with Total Fund Performance Reporting

MCERA relies on its custodian to generate short-term time-weighted performance statistics. This information is utilized by the Fund's investment consultant to evaluate ongoing investment performance. An integral part of the performance evaluation is a comparison of the total Fund's return in relation to a policy benchmark index comprised of market indices weighted in the same manner as the Fund's strategic asset allocation policy.

Given the private market nature of private equity investments and the long lead-time associated with such investments, a public market equity index shall be used in lieu of the private equity database return set forth in Appendix B for the private equity component of the total portfolio. The index used shall be a composite of the equity component of MCERA's total policy benchmark: 60% Russell 3000 and 40% MSCI ACWI ex-US IMI.

## **DUTIES OF RESPONSIBLE PARTIES**

### **Duties of the MCERA Board of Retirement and Investment Committee**

The Board of Retirement has the responsibility for administration of MCERA for the benefit of plan participants. The County Employees Retirement Law of 1937, Government Code Chapter 3, Part 3, Division 4, Title 3, Article 5, permits the Board of Retirement at its discretion to invest the assets of the Plan through the purchase, holding or sale of any form or type of investment, financial instrument or financial transaction when prudent in the informed opinion of the Board. In the interest of efficient and prudent administration of MCERA and investment of its assets, the Board of Retirement has delegated its responsibilities with respect to the investments to the Investment Committee, which consists of all members of the Board of Retirement. Although it is not the intent of the Investment Committee to become involved in the day-to-day investment decisions, the Investment Committee or its designee(s) will adhere to the following procedures in the management of MCERA's assets:

- The Investment Committee develops and approves guidelines for the execution of MCERA's investment program. Only the Board, through the Investment Committee, in its sole discretion can delegate its decision-making authority regarding the investment program. Staff is responsible for the timely implementation and administration of these decisions.
- A formal review of MCERA's investment structure, asset allocation and financial performance will be conducted annually or more frequently as the need arises. The review will include recommended adjustments to the long-term strategic asset allocation to reflect any changes in applicable regulations, long-term capital market assumptions, actuarial assumptions or MCERA's financial condition.
- The Investment Committee shall review MCERA's investments quarterly, or as needed, to ensure that policy guidelines continue to be met. The Investment Committee shall monitor investment returns on both an absolute basis and relative to appropriate benchmarks and peer group comparisons. The source of information for these reviews shall come from Staff, outside consultants, the custodian and MCERA's investment managers.
- The Investment Committee is comprised of all Board members.
- The Investment Committee may retain investment consultants to provide services such as conducting performance reviews, asset allocation, manager reviews and investment research. The comments and recommendations of the consultants will be considered in conjunction with other available information to aid the Investment Committee in making informed, prudent decisions.
- Trustees shall direct questions from managers regarding MCERA's Investment Policy or other matters relating to the Plan to the Retirement Administrator and/or investment consultant.

## B.4

- The Investment Committee shall be responsible for taking appropriate action if investment objectives are not being met or if policies and guidelines are not being followed. Reviews for separate portfolios managed by external managers will focus on:
  1. Material changes in the managers' organizations, such as investment philosophy, personnel changes, acquisitions or losses of major accounts, etc. The managers will be responsible for keeping MCERA advised of any material changes in personnel, investment strategy, or other pertinent information potentially affecting performance.
  2. Investment performance relative to each manager's stated performance benchmark(s) as set forth in the manager's investment guidelines.
- The Investment Committee shall expect Staff to administer MCERA's investments in a cost-effective manner subject to Committee approval. These costs include, but are not limited to, management, consulting and custodial fees, transaction costs and other administrative costs chargeable to MCERA.
- The Board shall be responsible for selecting a qualified custodian with advice from Staff.
- The Investment Committee shall perform due diligence on each new manager prior to funding, and on each existing manager in accordance with the Due Diligence policy found at: <https://www.mcera.org/retirementboard/governance-policies>
- To maintain and strengthen the investment management of MCERA's Plan, Staff and Board/Investment Committee members shall be expected to participate in educational conferences/seminars related to their direct responsibility for the investment activities of MCERA in accordance with the Education Policy found at:
  - <https://www.mcera.org/retirementboard/governance-policies>

### **Duties of the Staff**

The Retirement Staff, as designated by the Board and/or Investment Committee, plays a significant role in the management and oversight of the Plan. Staff duties include:

- Authority to invest the Fund's cash without requiring Board or Investment Committee permission, and as set forth elsewhere in MCERA's Investment Policy.
- Monitoring investment managers for adherence to appropriate policies and guidelines.
- Evaluating and managing the relationships with the consultants to the Fund to ensure that they are providing all the necessary assistance to Staff, Investment Committee, and the Board as set forth in their service contracts.
- Conducting manager searches, as set forth in this document, with necessary assistance from consultants as directed by the Board or Investment Committee.

## B.4

- Restructuring portfolios following manager terminations with the assistance of consultants and managers, as needed.
- Organizing and/or participating in any special research required to manage the Plan more effectively or in response to any questions raised by Board/Investment Committee members.
- Supporting the Board or Investment Committee in the development and approval of the Investment Plan, implementing and monitoring the Plan, and reporting at least monthly on investment activity and matters of significance.
- Assisting with the negotiation of investment manager fees when needed.
- Ensuring that investment managers conform to the terms of their contracts and that their performance monitoring systems are sufficient to provide the Board or Investment Committee with timely, accurate and useful information.

### **Duties of the Public Markets Investment Managers**

The following duties apply to managers investing in public market securities:

- Provide the Plan with a written agreement to invest within the guidelines established in the Investment Policy.
- Provide the Plan with proof of liability and fiduciary insurance coverage. Updated policy information will be provided to MCERA upon renewal and/or changes to the policy.
- Be an SEC-Registered Investment Advisor under the 1940 Act, and be recognized as providing demonstrated expertise over a number of years in the management of institutional, tax-exempt assets within a defined investment specialty.
- Adhere to the investment management style concepts and principles for which they were retained, including, but not limited to, developing portfolio strategy, performing research, developing buy, hold and sell lists, and purchasing and selling securities.
- Execute all transactions for the benefit of the Plan with brokers and dealers qualified to execute institutional orders on an ongoing basis at the best net cost to the Plan.
- Reconcile monthly accounting, transaction and asset summary data with custodian valuations, and communicate and resolve any significant discrepancies with the custodian.
- Submit written acknowledgement to the Retirement Administrator of these investment guidelines at the time of hire or upon any contract renewal or amendment.
- Maintain frequent and open communication with Staff and the Board or Investment Committee on all significant matters pertaining to the Investment Policy, including, but not limited to, the following:

## B.4

- Major changes in the investment manager’s investment outlook, investment strategy and portfolio structure;
  - Significant changes in ownership, organizational structure, financial condition or senior personnel;
  - Any changes in the portfolio manager or client servicing personnel assigned to the Plan;
  - All pertinent issues which the investment manager deems to be of significant interest or material importance.
- Meet with the Board, Investment Committee or their designee(s) on an as-needed basis.

### **Duties of the Private Markets Investment Managers**

The following duties apply to managers investing in private markets:

- Be a SEC-Registered Investment Advisor under the 1940 Act.
- Adhere to the investment management style concepts and principles set forth in the legal documentation of the relevant investment vehicle.
- Provide reporting as specified by the legal documentation of the relevant investment vehicle.
- Meet with the Board, Investment Committee or their designee(s) on an as-needed basis.

### **Duties of the Master Custodian**

The master custodian shall be responsible for the following:

- Provide complete global custody and depository services for the designated accounts.
- Manage, if directed by the Board or Investment Committee, a Short Term Investment Fund (STIF) for investment of any cash not invested by managers, and ensure that all available cash is invested. If the cash reserves are managed externally, full cooperation must be provided.
- Provide in a timely and effective manner a monthly report of the investment activities implemented by the investment managers. If certain portfolios are custodied elsewhere, full cooperation must be provided.
- Collect all income and principal realizable and properly report it on the periodic statements.
- Provide monthly and fiscal year-end accounting statements for the portfolio, including all transactions; these should be based on accurate security values for both cost and market. These reports should be provided within acceptable time frames.

## B.4

- Report to MCERA situations where accurate security pricing, valuation and accrued income is either not possible or subject to considerable uncertainty.
- Provide assistance to the Plan to complete such activities as the annual audit, transaction verification or other issues as required by the Board or Investment Committee.
- Manage a securities lending program to enhance income if directed by the Board or Investment Committee. If the securities lending program is managed externally, full cooperation must be provided.
- Securities transactions shall be settled under the contractual method.
- The use of due bills or substitute securities is expressly forbidden.

### **Duties of the General Investment Consultant**

The investment consultant will act as a fiduciary for all services provided to MCERA. The Investment Consultant shall be responsible for the following:

- Make recommendations to the Board or Investment Committee regarding investment policy and strategic asset allocation.
- Assist MCERA in the selection of qualified investment managers and sponsors of limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles and assist in the oversight of existing managers and said sponsors, including monitoring changes in personnel, ownership and their investment process.
- Assist in the selection of a qualified custodian (including a securities lending agent and/or a cash manager) if necessary.
- Prepare a quarterly performance report including performance attribution on MCERA's managers and total assets and adherence to investment style and discipline.
- Provide topical research and education on investment subjects that are relevant to MCERA.
- Assist with the negotiation of investment management and custodian assignment and fees.

**POLICY REVIEW**

The Investment Committee will review this Policy at least every year to ensure that it remains relevant and appropriate. The Policy may be amended at any time by majority vote.

APPENDIX A

**MCERA'S LONG-TERM STRATEGIC ASSET ALLOCATION TARGETS AND RANGES**

The strategic asset allocation targets have been developed as a function of the returns and risks of various asset classes and a rigorous analysis of MCERA's liabilities, taking into account the Board and Investment Committee's risk tolerance and long-term objectives. As asset class values change over time, deviations from the asset allocation targets may occur. Rebalancing the portfolio may be necessary to return the asset class allocations to targeted weights so as to ensure that the Board's intended strategy is consistently maintained over time. Rebalancing actions are the responsibility of the Staff and shall be reported to the Board or Investment Committee on a periodic basis.

Staff is authorized and directed (in the normal course of events) to act in accordance with this policy. Where particular circumstances arise and Staff determines rebalancing is not prudent, because doing so may generate unnecessary costs or otherwise not be in the best interests of MCERA, a full report of the actions taken or not taken shall be made to the Board or Investment Committee at the earliest opportunity.

MCERA's actual asset allocation shall be reviewed at the end of each quarter at a minimum and shall be based on current asset valuations. Estimated values may be used when current asset valuations are not available.

By using statistical models and employing a diversified portfolio strategy, MCERA seeks to create an efficient frontier, which is an optimal portfolio profile that accomplishes the lowest possible level of risk for a certain level of return. While asset allocation targets are an essential part of MCERA's investment policy, the inputs used to develop these benchmarks are not known with certainty. Indeed, the targets were derived using estimates of future returns and estimates of the risk of loss for each asset class. Because future results are only estimates based on historical returns and volatility for each asset class, a range of different allocations other than the target percentage may be statistically identical in risk-return terms to the targeted benchmark even though the actual allocations may be outside of the targeted percent. Thus, the efficient frontier is really a range of targeted allocations, rather than a strict target percent of asset allocations in a portfolio. In other words, the portfolio is on the efficient frontier if the allocations to each asset class are within a range around the target allocations.



## B.4

The strategic policy asset allocation and rebalancing triggers are set out in the table below:

Asset Class	Target Percent	Allowable Range
<b><i>US Equity</i></b>	<b>32.0%</b>	<b>28.0% - 36.0%</b>
Large Cap Core	24.0%	21.0% - 27.0%
Small Cap Core	8.0%	6.0% - 10.0%
 <b><i>Non-US Equities</i></b>	 <b>22.0%</b>	 <b>19.0% - 25.0%</b>
International Non-US Developed	11.0%	9.0% - 13.0%
International Small Cap Core	5.5%	4.5% - 6.5%
International Emerging Markets	5.5%	4.5% - 6.5%
 <b><i>Fixed Income</i></b>	 <b>23.0%</b>	 <b>20.0% - 26.0%</b>
U.S. Core Plus Fixed Income	23.0%	20.0% - 26.0%
 <b><i>Real Assets</i></b>	 <b>7.0%</b>	 <b>4.0% - 10.0%</b>
Treasury Inflation Protected Securities	1.75%	1.5% - 2.0%
Commodities	1.75%	1.5% - 2.0%
Global Natural Resources Equity	1.75%	1.5% - 2.0%
Real Estate Investment Trusts	1.75%	1.5% - 2.0%
 <b><i>Real Estate</i></b>	 <b>8.0%</b>	 <b>4.0% - 12.0%</b>
 <b><i>Private Equity</i></b>	 <b>8.0%</b>	 <b>0.0% - 12.0%*</b>
 <b><i>Opportunistic</i></b>	 <b>0.0%</b>	 <b>0.0% - 5.0%</b>

\* MCERA acknowledges that because of the nature of private equity investment, it may take several years to fund the private equity allocations and during the initial funding period, its allocation to private equity in market value terms may fall below the 8% target. During the initial funding period, as a proxy for private equity, MCERA intends to keep the assets committed to private equity partnerships invested in domestic and international equity. The result will be overweights in both of these asset classes relative to the long-term targets described above.

The following principles apply when asset allocations are outside the allowable ranges noted above:

1. Cash held by MCERA and cash awaiting investment in private equity investments or other alternative investments may be securitized with exchange-traded futures to a Fund policy mix by MCERA's overlay manager. The use of derivative instruments is

## B.4

permitted as long as it does not create economic leverage in the portfolio and the instruments comply with the Derivatives section of this investment policy.

2. In order to rebalance as efficiently as possible and save transactions costs, allocations may be brought back within the allowable range rather than exactly to the target percentage. On the first business day of each month, target allocations will be reviewed to determine if they have been breached. If a reallocation is required staff will, within one business day, notify the impacted manager(s) and implement required rebalancing subject to any requirements by the fund.
3. Private market portfolios, such as Real Estate, Private Equity, and certain Opportunistic allocations, because of their illiquid nature, are very costly to rebalance. MCERA's Staff will make reasonable attempts to keep these asset classes within the allowable ranges defined above. Given their illiquidity, the risk of these asset classes moving outside of the allowable ranges for an extended period is heightened. In these cases, MCERA's Staff will document a plan to rebalance the allocations within the allowable ranges in the most timely and cost-efficient manner possible given market and other conditions.
4. When physical securities are traded, assets will be moved between investment managers in accordance with the following principles:
  - a) Assets will be taken from investment managers in the overweight asset class(es) with consideration given to asset class structure, investment manager target weights, and confidence in the investment managers themselves. With respect to private market allocations, the illiquid nature of these classes will be taken into account and trading will normally be avoided where possible.
  - b) Primary emphasis should be on significantly different asset classes (e.g. equity vs. fixed income).
  - c) Assets will be directed to investment managers in the underweight asset class(es) with consideration given to the same factors listed above.

**APPENDIX B - 1**  
**STATE STREET GLOBAL ADVISORS (SSGA)**  
**RUSSELL 1000 INDEX STRATEGY (LARGE CAP CORE)**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

The objective of the Russell 1000 Index strategy is to provide returns consistent with the US equity market as measured by the Russell 1000 Index.

MCERA Performance Objectives

- Match the return, gross of management fees, of the Russell 1000 Index over a complete market cycle.
- Minimize tracking error relative to the Russell 1000 Index.

Investment Guidelines

- All investments shall be managed in a diversified and prudent manner, subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees' Retirement Association as set forth in this Appendix B-1 and the Statement of Investment Policies, Objectives and Guidelines set forth in the Investment Management Agreement between MCERA and SSGA, dated January 11, 2019, as amended from time to time (the "SSGA Agreement").
- Sector and security selection, portfolio structure and timing of purchase and sales are delegated to SSGA subject to the SSGA Agreement.
- The following transactions are prohibited: short sales, selling on margin, writing options other than covered options, and "prohibited transactions" as defined under the Employee Retirement Income Security Act (ERISA), unless in reliance on an applicable Prohibited Transaction Exemption.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.

## B.4

- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception. These will be sent to MCERA’s Retirement Administrator and MCERA’s Investment Consultant.
- Review every month transaction data with custodian reports, and communicate and seek to resolve any significant discrepancies with the custodian.
- State Street Global Advisors will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- State Street Global Advisors will keep MCERA apprised of relevant information regarding its organization and personnel. To the extent legally possible, SSGA will use its best efforts to promptly notify MCERA of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 2**  
**DIMENSIONAL FUND ADVISORS (DFA)**  
**DOMESTIC SMALL CAP EQUITY**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

The strategy will be invested in a broadly diversified portfolio of companies that are generally in the lowest 10% of total market capitalization or companies whose market capitalizations are smaller than the 1,000<sup>th</sup> largest U.S. company, whichever results in the higher market capitalization break, in each case as reasonably determined by Manager at the time of purchase. In general, with respect to companies eligible for purchase the higher the relative market capitalization of the U.S. small cap company, the greater its representation in the Managed Assets. Manager may also adjust the representation within the Managed Assets of an eligible company, or exclude a company, after considering such factors as market capitalization, free float, momentum, trading strategies, liquidity, profitability, and other factors that Manager determines to be appropriate, given market conditions.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the Russell 2000 Index (the “Benchmark”) over a complete market cycle.
- Perform in the top half of a peer universe of small cap core equity managers over a complete market cycle.

Investment Guidelines

- All investments shall be managed in a diversified and prudent manner, subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees’ Retirement Association.
- Sector and security selection, portfolio structure and timing of purchase and sales are delegated to the manager subject to the investment management contract.
- The following transactions are prohibited: short sales, selling on margin, writing options other than covered options, and “prohibited transactions” as defined under the Employee Retirement Income Security Act (ERISA).
- Transactions shall be executed on the basis of seeking “best price and execution” and pursuant to Investment Manager’s best execution and trading policies for the sole benefit of the Marin County Employees’ Retirement Association.
- The use of foreign equity instruments which trade on U.S.-based exchanges or on NASDAQ, including American Depository Receipts (ADRs), are acceptable as domestic equity investments

## B.4

but shall not constitute more than 15% of the portfolio (at market). Companies headquartered in the US will be considered domestic even if they are incorporated in a foreign jurisdiction.

- Securities in the Benchmark are permitted.
- Any security purchased or received in a corporate action is permitted.
- If not otherwise permitted herein, the use of other non-U.S. equity securities is prohibited. Notwithstanding the foregoing, securities of companies listed on exchanges or markets in the United States are permitted.
- The portfolio is expected to remain fully invested in that cash holdings should not exceed 10% of the market value in the portfolio; provided that such limit may be exceeded in situations where substantial withdrawals or inflows occur.
- DFA shall not purchase stock (or securities convertible into stock) of any single issuer if the purchase would cause this portfolio to include more than 5% of the outstanding voting stock, or more than 5% in (market) value of all outstanding securities of single issuer (assuming all shares are converted).
- Other than in connection with a corporate action, DFA shall not purchase private placements unless authorized in writing by the Board or Investment Committee.

Any material violation of these Investment Manager Guidelines shall be corrected promptly upon discovery and provided that a reasonable market exists.

Any material violation of these Investment Manager Guidelines shall be corrected promptly upon discovery, provided that in the event that the correction requires the buying and/or selling of securities, the Manager shall execute such purchase or sell trades of the applicable securities in an orderly fashion based upon prevailing market conditions.

### Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA’s Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA’s Retirement Administrator and MCERA’s Investment Consultant.
- Review every month transaction data with custodian reports, and communicate and seek to resolve any significant discrepancies with the custodian.

## B.4

- DFA will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. One of the lead portfolio managers will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- DFA will keep MCERA apprised of relevant information regarding its organization and personnel. DFA will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 3**  
**STATE STREET GLOBAL ADVISORS (SSGA)**  
**MSCI WORLD EX-US INDEX FUND**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

The objective of the World ex-US Index Fund is to provide returns consistent with the developed non-US equity market as measured by the MSCI World ex-US Index.

MCERA Performance Objectives

- Approximate as closely as practicable, before expenses, the performance of the MSCI World ex USA Index over the long term.
- Minimize tracking error relative to the MSCI World ex-US Index.

Investment Guidelines

- MCERA is responsible for determining that its investment in the SSGA World ex-US Index Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. State Street Global Advisors shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Asset (portfolio) statement and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- State Street Global Advisors will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- State Street Global Advisors will keep MCERA apprised of relevant information regarding its organization and personnel. To the extent legally possible, SSGA will use its best efforts to promptly notify MCERA of any change in the lead personnel assigned to manage the account.





**APPENDIX B - 4**  
**TIMESQUARE CAPITAL MANAGEMENT COLLECTIVE INVESTMENT TRUST**  
**TIMESQUARE INTERNATIONAL SMALL CAP FUND**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

TimesSquare Capital Management believes fundamental equity growth research with a particular emphasis on the assessment of management quality, an in-depth understanding of superior business models, and valuation discrepancies enables them to create a diversified international small cap fund that will generate quality risk-adjusted returns.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the MSCI EAFE Small Cap Index over a complete market cycle.
- Perform in the top half of a peer universe of International Small Cap equity managers over a complete market cycle.

Investment Guidelines

- MCERA is responsible for determining that its investment in the TimesSquare International Small Cap Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. TimesSquare shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Asset (portfolio) statement and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- A representative of TimesSquare will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative will be available to

## B.4

meet with MCERA annually, or more often if deemed necessary by MCERA, to review the fund and its performance.

- TimesSquare will keep MCERA apprised of relevant information regarding its organization and personnel. The fund or its representative will notify MCERA promptly of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 5**  
**FIDELITY INSTITUTIONAL ASSET MANAGEMENT (FIAM)**  
**SELECT EMERGING MARKETS EQUITY**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

Fidelity Institutional Asset Management's (FIAM) investment philosophy is based on the premise that international and emerging markets are semi-efficient and pricing anomalies exist. The strategy seeks to exploit these inefficiencies through bottom-up stock selection based on fundamental company research, implemented within a framework of quantitative risk control.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of MSCI Emerging Markets Index (net) over a complete market cycle.
- Perform in the top half of a peer universe of emerging markets equity managers over a complete market cycle.

**Investment Guidelines**

- MCERA is responsible for determining that its investment in FIAM's Select Emerging Markets Equity commingled pool is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. FIAM shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

**Reporting Requirements**

- Monthly – Asset (portfolio) statement and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- A representative of FIAM will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the fund and its performance.

## B.4

- FIAM will keep MCERA apprised of relevant information regarding its organization and personnel. FIAM will notify MCERA promptly of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 6**  
**WELLINGTON MANAGEMENT COMPANY**  
**CORE PLUS FIXED INCOME**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

Wellington will invest in a diversified portfolio of investment grade and below investment grade fixed income securities. Wellington will add value primarily from sector and issue selection decisions. Interest rate anticipation and duration management will play a limited role in the portfolio.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the Bloomberg U.S. Aggregate Index over a complete market cycle.
- Perform in the top half of a peer universe of core plus fixed income managers over a complete market cycle.

Investment Guidelines

- All investments are subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees' Retirement Association, with applicable State and Federal statutes, and shall be managed in a diversified and prudent manner. The manager shall invest within the scope of their stated style.
- Sector and security selection, portfolio structure and timing of purchase and sales are delegated to the manager subject to the investment management contract.
- The following transactions are prohibited: short sales where securities are borrowed solely for the purpose of shorting, selling on margin, and "prohibited transactions" as defined under the Employee Retirement Income Security Act (ERISA).
- Transactions shall be executed on the basis of "best price and execution" for the sole benefit of the Marin County Employees' Retirement Association's beneficiaries.
- The duration on the portfolio shall range between 75% - 125% of the duration on the Bloomberg U.S. Aggregate Index.
- MCERA expects its domestic fixed income investment managers to maintain diversified portfolios by sector and by issuer. No more than 5% of the portfolio shall be invested with a single investment grade issuer other than obligations of the US Government and its agencies. No more than 2% of the portfolio shall be invested with a single below investment grade issuer.

## B.4

- Futures, options, swaps, forwards and other derivative securities are permitted investments. Any use of these instruments by Wellington will be in a non-leveraged manner, defined as follows:
  - The use of financial leverage is prohibited. The Account will not be considered leveraged as a result of authorized derivative positions provided the Account maintains cash and securities at least equal to the value of the obligations created by its net derivative positions in order to cover the obligations created by such positions.
- Wellington may invest up to 20% of the portfolio in securities rated below investment grade by all three of the major credit rating agencies. In the case of split ratings in which the three agencies have different ratings, the highest rating will be used in determining the credit rating of the security. If an issue is unrated, then an equivalent credit rating, as deemed by Wellington Management, may be used.
- Wellington may invest up to 20% of the portfolio in non-dollar denominated securities and currencies. The Portfolio may take currency positions unrelated to underlying portfolio holdings.
  - Non-dollar securities may be held on a currency hedged or un-hedged basis. The portfolio may invest in currency exchange transactions on a spot or forward basis. Both long and short currency exposures are permissible.
  - With respect to the 20% non-dollar investment limitation listed above, the Investment Manager may take effective foreign currency exposure up to 20% of the total portfolio (e.g. the entire non-dollar portfolio may be unhedged). Foreign currency exposure will be based on the absolute value of all positions (long and short) versus the dollar, except in the case of same country and currency exposures where these can be netted. Both long and short foreign currency positions may be held without owning securities denominated in such currencies.
- Wellington may invest up to 20% of the portfolio in private placements, including those issued pursuant to Rule 144A and/or Reg S and other restricted securities, the liquidity of which Wellington Management deems consistent with the Portfolio's investment objective.
- Wellington may invest up to 5% of the portfolio in U.S. and non-U.S. preferred and perpetual securities.
- Wellington will maintain an average weighted credit quality of not more than 2 rating notches below the benchmark's average weighted credit quality, at all times. For the avoidance of doubt, if the benchmark is rated AA-, then 2 notches below would be A.
  - Ratings method: The ratings method used to test both the benchmark's average credit rating and the portfolio's average credit rating will be "split to the highest rating" of the three major rating agencies.
- Investment in mortgage interest only (IO), principal only (PO), inverse floaters or other CMO derivatives that have highly uncertain or volatile duration or price movements are limited to 5% of the market value of the portfolio.

## B.4

- Bank loans are permitted investments.
- All percentage limits refer to “at time of purchase.”

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

### Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA’s Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA’s Retirement Administrator and MCERA’s Investment Consultant.
- Review every month transaction data with custodian reports, and communicate and resolve any significant discrepancies with the custodian.
- Wellington will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. One of the lead portfolio managers will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- Wellington will keep MCERA apprised of relevant information regarding its organization and personnel. Wellington will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.



**APPENDIX B - 7**  
**WESTERN ASSET MANAGEMENT COMPANY**  
**CORE PLUS FIXED INCOME**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

In adhering to these guidelines, Western will invest in a diversified portfolio of investment grade and below investment grade fixed income securities. Western will add value primarily from sector and issue selection decisions. Interest rate anticipation and duration management will play a limited role in the portfolio.

Performance Objectives

- Exceed the return, net of management fees, of the Bloomberg U.S. Aggregate Index over a complete market cycle.
- Perform in the top half of a peer universe of core plus fixed income managers over a complete market cycle.

Investment Guidelines

- All investments are subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees' Retirement Association, with applicable State and Federal statutes; accordingly, as of the date of this amendment these guidelines conform to all applicable rules and regulations and the Client will notify Western if any change thereof materially impact these guidelines. Moreover, the portfolio shall be managed in a diversified and prudent manner. The manager shall invest within the scope of their stated style.
- Sector and security selection, portfolio structure and timing of purchase and sales are delegated to the manager subject to the investment management contract. For the avoidance of doubt, the following are Eligible Investments:
  - UST, US Agencies and US GSEs
  - Sovereigns/non-US
  - International Agencies
  - Non-US Local Authorities
  - US Munis
  - Suprasnationals
  - Corporates, including convertibles and preferreds
  - Bank Loans
  - Mortgage-backed (agency and non-agency, including CMBS), Asset-backed and CLO/CDO/CBO
  - Cash and Cash equivalents, including REPO and STIF
  - Futures, Options and Swaps

## B.4

- Currency Forwards
  - Credit linked notes (max 3%)
  - Commingled vehicles (excluding Western Asset affiliated Registered Investment Companies)
  - Pure privates, including 144a, Reg S and 4(2) Commercial Paper
  - Equity (only related to corporate actions, tenders and workouts and exchanges)
  - At time of purchase illiquids are ineligible (illiquids defined as securities that cannot be sold within 7 days at or around the carry).
- 
- The following transactions are prohibited: short sales where securities are borrowed solely for the purpose of shorting, selling on margin, and “prohibited transactions” as defined under the Employee Retirement Income Security Act (ERISA).
  - Transactions shall be executed on the basis of “best price and execution” for the sole benefit of the Marin County Employees’ Retirement Association’s beneficiaries.
  - The duration on the portfolio shall range between 75% - 125% of the duration on the Bloomberg U.S. Aggregate Index.
  - MCERA expects its domestic fixed income investment managers to maintain diversified portfolios by rating and by issuer. To this end, the following limits apply:
    - Max 5% per issuer in issues rated investment grade (other than obligations of the US Government and its agencies and excluding STIF) and,
    - Max 2% per issuer in issues rated below investment grade.
  - Futures, options, swaps, forwards and other derivative securities are permitted investments. Any use of these instruments by Western will be in a non-leveraged manner, defined as follows:
    - The use of financial leverage is prohibited. The Account will not be considered leveraged as a result of authorized derivative positions provided the Account maintains cash and securities at least equal to the value of the obligations created by its net derivative positions in order to cover the obligations created by such positions.
  - Western may invest up to 20% of the portfolio in securities rated below investment grade. In the case of split ratings in which the three agencies have different ratings, the highest rating will be used in determining the credit rating of the security. If an issue is unrated, then an equivalent credit rating, as deemed by Western, may be used.
    - Western may invest up to 20% of the portfolio in non-USD denominated securities and up to 20% of the portfolio may be invested in non-USD exposure via unhedged non-USD securities and foreign currency transactions. The Portfolio may take currency positions unrelated to underlying portfolio holdings.

## B.4

- Non-dollar securities may be held on a currency hedged or un-hedged basis. The portfolio may invest in currency exchange transactions on a spot or forward basis. Both long and short currency exposures are permissible.
- Western will net within currencies and the resulting value will contribute to the max percentage permitted. Both long and short foreign currency positions may be held without owning securities denominated in such currencies.
- Western may invest up to 20% of the portfolio in private placements, including those issued pursuant to Rule 144A and/or Reg S and 4(2) commercial paper, the liquidity of which Western deems consistent with the Portfolio's investment objective.
- Western may invest up to 5% of the portfolio in U.S. and non-U.S. preferred and perpetual securities.
- Western will maintain an average weighted credit quality of not more than 4 rating notches below the benchmark's average weighted credit quality, at all times. For the avoidance of doubt, if the benchmark is rated AA-, then 4 notches below would be BBB+.
- Ratings method: The ratings method of the portfolio, including to test both the benchmark's average credit rating and the portfolio's average credit rating, will be "split to the highest rating" of the three major rating agencies (S&P, Moody's, Fitch), for unrated ok to use Manager's internally generated rating.
- Investment in mortgage interest only (IO), principal only (PO), inverse floaters or other CMO derivatives that have highly uncertain or volatile duration or price movements are limited to 5% of the market value of the portfolio.
- All percentage limits refer to "at time of purchase."

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

### Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus written certification of compliance with guidelines, performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.

## B.4

- Review every month transaction data with custodian reports, and communicate and resolve any significant discrepancies with the custodian.
- Western will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. One of the lead portfolio managers will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- Western will keep MCERA apprised of relevant information regarding its organization and personnel. Western will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 8**  
**BLACKROCK**  
**US TREASURY INFLATION PROTECTED SECURITIES FUND**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

The objectives of the US Treasury Inflation Protected Securities Fund are to provide returns consistent with the US TIPS market as measured by the Bloomberg US TIPS Index.

MCERA Performance Objectives

- Match the return as closely as practicable, gross of management fees, of the Bloomberg US TIPS Index over a complete market cycle.
- Minimize tracking error relative to the Bloomberg US TIPS Index.

Investment Guidelines

- MCERA is responsible for determining that its investment in the US Treasury Inflation Protected Securities Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. BlackRock shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus, performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- BlackRock will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of BlackRock will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

## B.4

- BlackRock will keep MCERA apprised of relevant information regarding its organization and personnel. BlackRock will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 9**  
**INVESCO**  
**BALANCED-RISK COMMODITY**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

The Invesco Balanced-Risk Commodity strategy uses an active approach to commodity investing due to some of the unique return sources available in the commodity markets. The investment strategy focuses on four key drivers of commodity returns: term structure weighting, equal risk contribution, optimal roll, and tactical allocation.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the Bloomberg Commodities Index over a complete market cycle.
- Perform in the top half of a peer universe of commodity managers over a complete market cycle.

Investment Guidelines

- MCERA is responsible for determining that its investment in Invesco's Balanced-Risk Commodity Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. Invesco shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- Invesco will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of Invesco will be available to meet with MCERA

## B.4

annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

- Invesco will keep MCERA apprised of relevant information regarding its organization and personnel. Invesco will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.



**APPENDIX B - 10**  
**KBI GLOBAL INVESTORS**  
**GLOBAL RESOURCE SOLUTIONS**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

KBI Global Investors' (KBIGI) Global Resource Solutions strategy invests in companies providing solutions to the greatest global resource challenges. There are compelling investment opportunities in companies providing solutions to resource scarcity across water, food and energy.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the S&P Global Natural Resources Index over a complete market cycle.

Investment Guidelines

- MCERA is responsible for determining that its investment in the KBIGI Global Resource Solutions Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. KBIGI shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- KBIGI will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of KBIGI will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

## B.4

- KBIGI will keep MCERA apprised of relevant information regarding its organization and personnel. KBIGI will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 11**  
**BLACKROCK**  
**REIT INDEX FUND**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

The objectives of the REIT Index Fund are to provide returns consistent with the US REIT market as measured by the Dow Jones US Select Real Estate Securities Index.

MCERA Performance Objectives

- Match the return as closely as practicable, gross of management fees, of the Dow Jones US Select Real Estate Securities Index over a complete market cycle.
- Minimize tracking error relative to the Dow Jones US Select Real Estate Securities Index.

Investment Guidelines

- MCERA is responsible for determining that its investment in the REIT Index Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. BlackRock shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- BlackRock will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of BlackRock will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

## B.4

- BlackRock will keep MCERA apprised of relevant information regarding its organization and personnel. BlackRock will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 12**  
**UBS**  
**CORE REAL ESTATE**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

UBS Trumbull Property Fund is an open-ended core real estate commingled fund. UBS strives to invest predominantly in income producing properties diversified by both geographical region and by property type.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the NCREIF Open-Ended Core Diversified Equity (ODCE) Index over a complete market cycle.
- Perform in the top half of a peer universe of Open-Ended Core Real Estate managers over a complete market cycle.

Investment Guidelines

- MCERA is responsible for determining that its investment in the UBS Trumbull Property Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. UBS shall invest within the scope of its style as stated in the governing documents for the UBS Trumbull Property Fund.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Quarterly – Performance of the portfolio and benchmark for the quarter, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- UBS will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. Members of the investment team will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- UBS will keep MCERA apprised of relevant information regarding its organization and personnel. UBS will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 13**  
**AEW CAPITAL MANAGEMENT**  
**CORE REAL ESTATE**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

AEW Core Property Trust is an open-ended core real estate commingled fund. AEW strives to invest predominantly in income producing properties diversified by both geographical region and by property type.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the NCREIF Open-Ended Core Diversified Equity (ODCE) Index over a complete market cycle.
- Perform in the top half of a peer universe of Open-Ended Core Real Estate managers over a complete market cycle.

Investment Guidelines

- MCERA is responsible for determining that its investment in the AEW Core Property Trust is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. AEW shall invest within the scope of its style as stated in the governing documents for the AEW Core Property Trust.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Quarterly – Performance of the portfolio and benchmark for the quarter, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- AEW will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. Members of the investment team will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- AEW will keep MCERA apprised of relevant information regarding its organization and personnel. AEW will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

**APPENDIX B-14**  
**CARVAL INVESTORS**  
**CREDIT VALUE FUND V LP**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

CarVal Investors Credit Value Fund V LP is a closed-end fund that will make investments in distressed and credit-intensive assets within loan portfolios, corporate securities, structured credit, hard assets, and special opportunities.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the S&P/LSTA Leveraged Loan Index + 250 basis points over a complete market cycle.

Investment Guidelines

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.

Reporting Requirements

- Reporting requirements will be governed by the Partnership's legal documentation.
- A representative of CarVal will generally be available to meet or have discussions with MCERA, the Board of Retirement and/or Investment Committee, or their designee(s) as reasonably necessary to review the portfolio and its performance.

Any and all legal obligations related to MCERA's investment in the Partnership would be governed by the Partnership's legal documentation, notwithstanding anything in this Investment Policy Statement and any related appendices to the contrary.

**APPENDIX B-15**  
**FORTRESS INVESTMENT GROUP**  
**FORTRESS CREDIT OPPORTUNITIES FUNDS V EXPANSION**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

Fortress Credit Opportunities Funds V Expansion is a closed-end fund that will make investments in a range of distressed and undervalued credit investments.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the S&P/LSTA Leveraged Loan Index + 250 basis points over a complete market cycle.

Investment Guidelines

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.

Reporting Requirements

- Reporting requirements will be governed by the Partnership's legal documentation.
- A representative of Fortress will generally be available to meet or have discussions with MCERA, the Board of Retirement and/or Investment Committee, or their designee(s) as reasonably necessary to review the portfolio and its performance.

Any and all legal obligations related to MCERA's investment in the Partnership would be governed by the Partnership's legal documentation, notwithstanding anything in this Investment Policy Statement and any related appendices to the contrary.



**APPENDIX B-16**  
**VÄRDE MANAGEMENT, L.P**  
**THE VÄRDE DISLOCATION FUND**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

The Värde Dislocation Fund is a closed-end fund that will make investments in a broad universe of mispriced, stressed, and distressed credit opportunities.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the S&P/LSTA Leveraged Loan Index + 250 basis points over a complete market cycle.

Investment Guidelines

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.

Reporting Requirements

- Reporting requirements will be governed by the Partnership's legal documentation.
- A representative of Värde will generally be available to meet or have discussions with MCERA, the Board of Retirement and/or Investment Committee, or their designee(s) as reasonably necessary to review the portfolio and its performance.

Any and all legal obligations related to MCERA's investment in the Partnership would be governed by the Partnership's legal documentation, notwithstanding anything in this Investment Policy Statement and any related appendices to the contrary.

**APPENDIX B - 17**  
**PARAMETRIC PORTFOLIO ASSOCIATES**  
**POLICY IMPLEMENTATION OVERLAY SERVICE**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

Parametric Portfolio Associates will use futures contracts to “securitize” cash investments in the portfolio, bridge exposure gaps during transitions, and to rebalance portfolio exposures.

MCERA Performance Objectives

- Produce returns approximately equal to the Fund’s guideline-based overlay portfolio benchmark.

Investment Guidelines

- All investments are subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees’ Retirement Association, with applicable State and Federal statutes, and shall be managed in a diversified and prudent manner. The manager shall invest within the scope of their stated style.
- Security selection and timing of purchase and sales are delegated to the manager subject to the investment management contract.
- The following transactions are prohibited: writing options other than covered options, and “prohibited transactions” as defined under the Employee Retirement Income Security Act (ERISA).
- Transactions shall be executed on the basis of “best price and execution” for the sole benefit of the Marin County Employees’ Retirement Association’s beneficiaries.
- Futures contracts, including short positions, are permitted in order to “securitize” existing cash positions, bridge exposure gaps during transitions, and to rebalance portfolio exposures. Futures are not to be used for speculative purposes.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

## B.4

### Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio will be sent to the MCERA Retirement Administrator and MCERA’s Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio for the quarter, year-to-date and since inception, and review of transactions costs. These will be sent to MCERA’s Retirement Administrator and MCERA’s Investment Consultant.
- Review every month transaction data with custodian reports, and communicate and resolve any significant discrepancies with the custodian.
- Parametric Portfolio Associates will meet with the MCERA Board and/or the Investment Committee as often as deemed necessary by MCERA. One of the lead portfolio managers will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- Parametric Portfolio Associates will keep MCERA apprised of relevant information regarding its organization and personnel. Parametric Portfolio Associates will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

**APPENDIX C-1**  
**PATHWAY CAPITAL MANAGEMENT**  
**PATHWAY PRIVATE EQUITY FUND 2008 (PPEF 2008)**  
**PATHWAY PRIVATE EQUITY FUND INVESTORS 7 (PPEF I-7)**  
**PATHWAY PRIVATE EQUITY FUND INVESTORS 8 (PPEF I-8)**  
**PATHWAY PRIVATE EQUITY FUND INVESTORS 9 (PPEF I-9)**  
**PATHWAY PRIVATE EQUITY FUND INVESTORS 10 (PPEF I-10)**  
**PATHWAY PRIVATE EQUITY FUND INVESTORS 11 (PPEF I-11)**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

The Partnership's investment strategy is to create a diversified portfolio of private equity funds that pursue a variety of investment strategies, including but not limited to, buyouts, venture capital, and special situations.

MCERA Performance Objectives

- Produce returns approximately equal to or in excess of the Refinitiv/Cambridge (All Regions) All Private Equity Index as provided and set forth in the legal documentation of the Partnership.

Investment and other Guidelines

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.
- The investment manager shall at all times be a SEC-Registered Investment Advisor under the Investment Advisors Action of 1940, as amended.

Reporting Requirements

- Reporting requirements will be governed by the Partnership's legal documentation.
- The investment manager shall meet or shall cause the General Partner of the Partnership to meet with the Board and/or the Investment Committee or their designee(s) annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

**APPENDIX C-2**  
**ABBOTT CAPITAL MANAGEMENT**  
**ABBOTT PRIVATE EQUITY FUND VI, LP (ACE VI)**  
**ABBOTT PRIVATE EQUITY FUND VII, LP (ACE VII)**  
**ABBOTT ANNUAL PROGRAM 2016, LP (AP 2016)**  
**ABBOTT ANNUAL PROGRAM 2017, LP (AP 2017)**  
**ABBOTT ANNUAL PROGRAM 2021, LP (AP 2021)**  
**ABBOTT ANNUAL PROGRAM 2023, LP (AP 2023)**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

The Partnership's investment strategy is to create a diversified portfolio of private equity funds that pursue a variety of investment strategies, including but not limited to growth equity buyouts, venture capital, and special situations.

**MCERA Performance Objectives**

- Produce returns approximately equal to or in excess of the Refinitiv/Cambridge (All Regions) All Private Equity Index as provided and set forth in the legal documentation of the Partnership.

**Investment and other Guidelines**

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.
- The investment manager shall at all times be a SEC-Registered Investment Advisor under the Investment Advisors Action of 1940, as amended.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery.

**Reporting Requirements**

- Reporting requirements will be governed by the Partnership' legal documentation.
- The investment manager shall meet or shall cause the General Partner of the Partnership to meet with the Board, and/or the Investment Committee, or their designee(s) annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

**APPENDIX D**  
**RESOLUTION 2010/11-03**  
**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)**  
**PLACEMENT AGENT PAYMENT DISCLOSURE RESOLUTION AND POLICY**

**Adopted: December 9, 2009**  
**Amended: February 9, 2011**  
**Amended: November 2, 2011**  
**Reviewed: May 6, 2015**  
**Reviewed: May 9, 2018**  
**Amended: May 5, 2021**

WHEREAS, California Government Code section 7513.85, chaptered on October 11, 2009 to be effective immediately ("Section 7513.85"), requires all California public retirement systems to develop and implement, on or before June 30, 2010, a policy requiring the disclosure of payments to placement agents made in connection with system investments in or through external managers ("Placement Agent Payment Disclosure Policy" or "Policy").

WHEREAS, placement agent as described in this Policy includes all those identified in California Government Code section 7513.8, as amended.

WHEREAS, the Board of Retirement ("Board") of the Marin County Employees' Retirement Association ("MCERA") has determined, upon the recommendation of the MCERA Governance Committee, that adoption of a Placement Agent Payment Disclosure Policy is consistent with the Board's fiduciary responsibilities.

WHEREAS, Section 7513.85 requires the Placement Agent Payment Disclosure Policy to include, but not be limited to, six of the requirements enumerated in the Policy, and new California Government Code section 7513.9 requires additional disclosures that also are enumerated in this Policy.

WHEREAS, the MCERA Governance Committee has recommended, and the Board has determined, that the Placement Agent Payment Disclosure Policy or similar acknowledgement must be agreed to in writing, and a report shall be filed annually, by all of MCERA's current and future external investment managers.

WHEREAS, in compliance with Section 7513.85, any external investment manager or Placement Agent that violates this Policy shall not solicit new investments from MCERA for five years after the violation is committed, unless the Board decides, in open session by majority vote, to waive the five year prohibition upon a showing of good cause.

WHEREAS, the Board reserves the right to impose an additional penalty of a fine on a external investment manager who violates this Policy, and does not establish good cause therefore to the reasonable satisfaction of the Board; provided, however, that said fine may not exceed the fees due from MCERA to the manager from the date of the violation to the date of the fee's imposition.

## B.4

NOW, THEREFORE, BE IT RESOLVED, THAT:

Prior to MCERA investing with any external investment manager, and contemporaneous with required annual filings of Statements of Economic Interests (Form 700) or similar disclosures with respect to all MCERA existing external investment managers, MCERA shall be provided with a written representation from the investment manager, in a form acceptable to MCERA's legal counsel, stating that (1) the external investment manager agrees with the disclosure and penalty provisions set forth in this Policy and (2) it has not used a Placement Agent in connection with MCERA's investment, or if the manager has used a Placement Agent, it will disclose the following:

1. The name of the Placement Agent(s) and the relationship between the external investment manager and Placement Agent(s).
2. A resume for each officer, partner, or principal of the Placement Agent detailing the person's education, professional designations, regulatory licenses, and investment and work experience.
3. A description of any and all compensation of any kind provided, or agreed to be provided, to the Placement Agent.
4. A representation that the compensation provided is the sole obligation of the external investment manager and not of MCERA or the limited partnership.
5. A description of the services performed, and to be performed, by the Placement Agent.
6. A statement whether the Placement Agent, or any of its affiliates, are registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association, or any similar regulatory agent in a county other than the United States, and the details of that registration or explanation as to why no registration is required.
7. A statement whether the Placement Agent, or any of its affiliates, is registered as a lobbyist with any state or national government.
8. All campaign contributions made by the Placement Agent to any elected member of the Board, and to any member of the Marin County Board of Supervisors, during the prior 24-month period, which disclosure shall be amended if any campaign contributions are made during the time the Placement Agent is receiving compensation in connection with a system investment.
9. All gifts, as defined in Government Code section 82028, given by the Placement Agent to any member of the Board, or to the Board's investment consultant, during the time the Placement Agent is receiving compensation in connection with a system investment.
10. All current or former MCERA Board members, employees, or consultants or

## B.4

11. A member of the immediate family of any such person who are either employed or receiving compensation from the Placement Agent.
12. The names of any current or former MCERA Board members, employees, or consultants who suggested the retention of the Placement Agent.

### Policy Review

The Board shall review this Placement Agent Payment Disclosure Policy at least every three years to assure its efficacy and relevance. This Policy may be amended from time to time by majority vote of the Board.

### Retirement Administrator's Certificate

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify the amendment of this Policy.

Dated: May 5, 2021



---

Retirement Administrator



**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
TRUSTEE AND STAFF TRAVEL EXPENSE POLICY**

APPROVED: July 11, 2007  
AMENDED: October 8, 2008  
AMENDED: May 6, 2009  
AMENDED: May 20, 2009  
AMENDED: September 8, 2010  
AMENDED: July 10, 2013  
AMENDED: March 12, 2014  
AMENDED: May 6, 2015  
AMENDED: May 4, 2016  
AMENDED: May 10, 2017  
REVIEWED: June 10, 2020  
REVIEWED: May 3, 2023  
AMENDED: May 1, 2024  
AMENDED:

**I. Purpose.**

The Board of Retirement of MCERA (the "Board") recognizes the importance of education and the conduct of regular, periodic on-site examinations and meetings with its investment professionals and outside advisers to the success of fulfilling its constitutional and statutory fiduciary duty to administer the retirement system prudently. It is also the policy of the Board to ensure that MCERA staff members are properly trained to perform their respective duties and are, on an ongoing basis, exposed to up-to-date benefit, financial, investment, and other information regarding best practices.

In furtherance of its stated Education and Due Diligence policies and in recognition of the need for proper training of staff, the Board recognizes the need to reimburse Trustees and MCERA staff members for reasonable and necessary travel expenses incurred while participating in educational programs and conducting due diligence and other business-related activities. The Board adopts this Trustee and Staff Travel Expense Policy (the "Travel Policy") to facilitate the appropriate reimbursement of activities pursuant to MCERA's Trustee Education and Due Diligence Policies. This Policy shall also apply to business-related travel of MCERA staff members. Because these are legitimate expenses of the retirement system, the amounts necessary to cover such expenses, as reflected in the Board's annual budget, shall be charged as an investment-related expense or as an administration expense, as appropriate.

This Travel Policy is intended to be applied and interpreted in compliance with the relevant provisions of the California Government Code and in harmony with the mission statement, policies and guidelines approved by the Board of Retirement from time to time.

**II. Guidelines.**

This Travel Expense Policy sets forth the guidelines by which MCERA shall reimburse Trustees and MCERA staff for their reasonable and necessary travel expenses incurred while participating

## B.5.a

in educational programs and conducting due diligence and other MCERA related activities. The purpose of this Travel Policy is to set forth approval procedures, impose certain limitations on travel reimbursement and identify expense guidelines to promote prudent and cost effective travel. These guidelines are intended to be read and applied in conjunction with, and to complement, MCERA's Trustee Education and Due Diligence Policies.

### A. Approval.

Reimbursement of travel and related expenses for a Trustee or staff members to attend an educational program or conduct a due diligence examination or other business for MCERA requires the prior approval of the Board, except under exigent circumstances when Board approval cannot be obtained in advance. All reimbursement of travel expenses for MCERA staff members, other than the Retirement Administrator, to attend an educational conference or seminar or for administrative purposes or due diligence visits, requires the prior approval of the Retirement Administrator. Trustee or staff member attendance at conferences outside of the United States are generally disfavored. In the event a due diligence audit requires international travel, reimbursement for expenses related to the audit shall require prior approval by a vote of not fewer than six members of the Board. Travel on MCERA business within the Northern California region need not be approved in advance as long as overnight accommodations are not required. In accordance with MCERA's Trustee Education Policy, travel by Trustees and/or the Retirement Administrator or designee to attend a program of the State Association of County Retirement Systems ("SACRS"), California Association of Public Retirement Systems ("CalAPRS"), National Conference of Public Employee Retirement Systems ("NCPERS"), the Council of Institutional Investors ("CII") and the National Association of State Retirement Administrators ("NASRA"), need not be approved in advance; provided, however, that MCERA will not pay for overnight accommodations in locations that are within fifty (50) miles of MCERA's offices, unless pre-authorized by the Board Chair after consultation with the Retirement Administrator; any Board Chair requests for an exemption from this limit must be pre-authorized by the Board Vice-Chair after consultation with Retirement Administrator.

### B. Limitation on Attendance by Trustees.

A Trustee is authorized to attend up to three approved educational programs that require overnight lodging each calendar year. Attendance by board members and the Administrator at SACRS conferences and trainings, NCPERS' Annual Meeting, ~~and~~ Legislative Workshop and trainings, CalAPRS roundtables, general assembly and trainings, CII general assembly and trainings, NASRA Annual Meeting and trainings, and educational sessions developed by retained consultants to the Plan are excluded from this limitation. No more than one conference may involve travel to a destination outside the United States. No more than four members of the Board, and less than a quorum of a Standing Committee of the Board, are authorized to meet together for business purposes unless there is appropriate public notice of the meeting. Attendance at educational conferences, seminars and social activities by more than four members of the Board is not a violation of this provision.

A training calendar will be presented for approval at the Board's monthly meetings, listing Board members and staff who anticipate attending specified educational programs. Additional attendees may be added to the calendar at and after each meeting as well.

## B.5.a

### C. Authorized Expenses.

Trustees and staff members shall be entitled to reimbursement for travel expenses and for all other reasonable and necessary expenses incurred in connection with MCERA business. Expenses are authorized by the Board of Retirement when by majority vote an educational event is added to the trustee training calendar or due diligence meetings are scheduled by the Board. Reimbursement for expenses will occur in accordance with the schedule attached to this Travel Policy. To the extent that a sponsor of an educational conference provides meals, beverages and reasonable incidentals to conference attendees but does not charge a conference fee, the Board may consider authorizing payment to the conference sponsor for such reasonable and necessary expenses for Trustee and staff members to attend the conference and thereby cover the cost of such meals, beverages and reasonable incidentals.

### D. Allocation of Travel Expenses.

Travel and other related business expenses incurred in connection with participation in educational programs or other business of MCERA where the principal focus is not related to investments shall be included in MCERA's annual budget as expenses of administration. Travel expenses for educational programs and due diligence evaluations relating to the system's investment portfolio shall be included in MCERA's investment budget as investment expenses.

### E. Claims for Reimbursement.

Reimbursement for travel by a Trustee or staff member shall be submitted on MCERA's Expense Reimbursement Forms, which shall be reviewed and approved (or disapproved) by the Retirement Administrator in accordance with the provisions of this Travel Policy. The Board Chair shall approve expense claims for the Retirement Administrator in accordance with the provisions of this Travel Policy. All approvals are subject to review and concurrence by the Board, as requested by the Board from time to time. In addition, all reimbursement approvals provided to Trustees and the Retirement Administrator shall be reported in writing quarterly to the Finance and Risk Management Committee. All claims must be submitted within thirty (30) days following the date of travel. In no event will a claim for reimbursement be approved if submitted ninety (90) days after the end of the calendar year in which the expense was incurred. MCERA shall be reimbursed for all advances or reimbursements made in excess of allowable expenses within ninety (90) days from the date a refund request has been made.

### F. Cash Advances.

Cash advances are allowed on an as needed basis, though they are disfavored for Board members. Consistent with County Administrative Regulation No. 1, cash advances may be limited to 90% of anticipated actual expenses.

### G. Expenses for Traveling Companions.

Under no circumstances shall the expenses of a family member or traveling companion of a Trustee or staff member be reimbursed by MCERA.

## B.5.a

### H. Limitations on Expense Allowance.

Reimbursement for expenses shall not exceed that which is reasonable and necessary for travel to the precise destination and date of the covered occurrence, whether by private automobile or common carrier. Expense costs for extra days prior to or after a conference and/or meeting will be reimbursed only if such extension results in the same or lower overall trip costs in accordance with this Travel Policy. Board members should consult with the Retirement Administrator in advance of any travel if there are questions regarding the reasonable and necessary expenses.

### I. Travel and Lodging Cancellations.

Trustees and staff members are responsible for the timely cancellation of or change to any registration to a conference where fees may be charged and/or travel and lodging reservations are made on their behalf. Trustees and/or staff shall be responsible for the costs of any fees charged as a result of the failure to timely cancel or resulting from changes to said reservations, unless otherwise approved, on a case-by-case basis, by the Board Chair after consultation with the Retirement Administrator; any Board Chair requests for an exemption must be approved by the Vice Chair after consultation with the Retirement Administrator. Any fees paid as a result of Trustee or Retirement Administrator cancellations shall be included on the quarterly report on travel reimbursements made to the Finance and Risk Management Committee.

### J. Travel Reports.

The Retirement Administrator shall report all travel by Trustees and Staff on the consent calendar that is submitted to the Board on a monthly basis.

### K. Gifts of Travel and Education.

Under the California Political Reform Act, travel expenses, including transportation, lodging and meals, the value of which equals or exceeds \$50 from any single source in any 12 month period may not be paid or reimbursed by any third party for the benefit of any Trustee, the Retirement Administrator, or other public official who manages public investments as defined in Government Code §87200, unless such expenses are reported on the individual's Form 700 and ordinarily may not exceed \$590 in any given 12 month period (adjusted periodically for inflation; *see* Gov. Code section 89503 and FPPC Regulation section 18940.2(a)). The Board may no longer accept gifts of such expenses as gifts to the agency.

If the Board were to accept a gift to the agency of travel expenses as defined herein on behalf of any MCERA staff who do not manage public investments, any such approval by the Board shall be consistent with FPPC Regulation §18944.2, as amended.

In addition, there is a presumption that gifts provided to the spouse or registered domestic partner of a statutory filer, such as a Trustee, are *gifts to the official* that the official must include in gift reporting and limitation assessments, unless there is an established working, social or similar relationship between the donor/vendor and the official's family member, independent of the relationship between the donor/vendor and the official. FPPC Reg. 18944.

Education and educational materials, including books, reports, pamphlets, calendars, periodicals, videotapes, and free or discounted admission to informational conferences or seminars, may be provided by parties other than MCERA to Trustees and MCERA staff, because they are not

## B.5.a

considered “gifts” under Government Code §82028(b) and FPPC Regulation §18942.1. However, travel, accommodations, meals and beverages provided in connection with informational conferences or seminars for which admission is free or discounted to MCERA are considered a gift to the attending Trustee or staff member, unless MCERA pays for those expenses, or some other exception applies.

Further, effective January 1, 2014, Trustees are permitted to have certain third parties pay for transportation, lodging, and food that is directly related to the official’s public duties, is for a purpose that would otherwise be paid for with the agency’s funds, and is authorized in the same manner as transportation, lodging, and food using the agency’s own funds. However, in order to be permitted, those payments must meet detailed requirements and limitations of FPPC Reg. 19850.1. Those requirements include, but are not limited to, posting specified notices by MCERA of the gift(s). Thus, as a matter of policy and internal controls, any determination to accept such a gift of travel from a third party by MCERA on behalf of an official should be first brought to the MCERA Board for consideration.

However, if a Trustee or other public official under Government Code section 87200 makes a speech or other formal presentation at an informational conference or seminar within or outside of the United States, or if a Trustee is conducting bona fide business on behalf of another organization at a conference or seminar, then other rules regarding payment, reimbursement for expenses, and reporting obligations, may apply that would potentially not warrant MCERA Board consideration.

Trustees and staff are encouraged to work with the Retirement Administrator and MCERA’s counsel, or their own counsel, to determine, before attending an event that its free or discounted to them, whether any aspect of the event would be considered a gift that is subject to reporting rules and limitations, or income that must be reported, under the Political Reform Act.

### L. Travel Arrangements.

All travel arrangements for which reimbursement will be sought shall be made through or coordinated with the office of the Retirement Administrator.

### III. Policy Review.

The Board shall review this Travel Policy at least every three years to assure its efficacy and relevance. This Travel Policy may be amended from time to time by majority vote of the Board.

### IV. Certificate.

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees’ Retirement Association, hereby certify that this policy was amended and made effective by the Marin County Employees’ Retirement Association on ~~November 6~~May 1, 2024.

---

Retirement Administrator

**MCERA EXPENSE REIMBURSEMENT SCHEDULE**

**Airline Travel**

Trustees and staff shall be reimbursed for actual and reasonable expenses for airfare for approved travel on MCERA business. Any scheduled U.S. or recognized international air carrier may be used for domestic or international travel. A fully refundable coach class ticket shall be purchased, which shall be at competitive prices. If a restricted or excursion class ticket is purchased at the request of a Trustee or staff member and the ticket is subsequently cancelled, the Trustee or staff member shall be required to reimburse MCERA for the cost of the ticket, unless a credit voucher for future travel is issued by the air carrier; charges incurred because of urgent MCERA business or the cancellation of a meeting or event by the organizing entity are exempt from this requirement.

If savings can be realized on the airfare by having a Trustee or staff member extend their stay to include a Saturday night, at his or her option, said Trustee or staff member may extend his or her stay in order to realize such savings. MCERA shall reimburse the cost associated with the additional lodging and meals resulting from an extended itinerary, not to exceed the savings in airline fare.

If, at the conclusion of a business-related trip, it would be impractical for a Trustee or staff member to return home the same day and arrive home prior to 10:00 p.m. California time due to the distance that must be traveled, or the unavailability of a return flight, the Trustee or staff member may lay over for one additional night and MCERA shall reimburse the costs associated with the additional lodging and meals resulting from the extended stay.

Receipts must be submitted along with a completed MCERA Expense Reimbursement Form to obtain reimbursement.

**Hotels**

Actual expenses for lodging in a standard class of hotel shall be reimbursed by MCERA. Whenever possible, a request for a government or conference rate should be made. While meals charged to the hotel bill shall be reimbursed in accordance with this Travel Policy, MCERA shall not reimburse expenses related to alcoholic beverages, tobacco, in-room movies, barber/beauty shop, gifts, magazines, personal telephone calls and mini-bar charges. In the case of an extended trip or an emergency situation, laundry and dry cleaning expenses may be reimbursed. Cancellation fees incurred because of urgent MCERA business or the cancellation of a meeting or event by the organizing entity are exempt from this requirement.

Original hotel receipts must be submitted along with a completed MCERA Expense Reimbursement Form to obtain reimbursement.

**Meals**

A Trustee or staff member will be reimbursed for the cost of meals at a flat rate up to a maximum established by the County of Marin pursuant to the expense reimbursement policies established by its Board of Supervisors. Receipts shall not be required for per diem reimbursement.

For out-of-state travel, a Trustee or staff member will be reimbursed for the cost of meals at a flat rate up to a maximum established by the County of Marin pursuant to the expense reimbursement policies established by its Board of Supervisors.

## B.5.a

A Trustee or staff member shall be reimbursed for up to a 15% gratuity. No reimbursement will be made for alcoholic beverages. A Board member and/or staff must provide a receipt for any meal that exceeds \$ 25.00 (excluding tax and tip). When requesting reimbursement for fewer than three meals per day, expenses for a particular meal shall be rounded to the nearest whole dollar, and then submitted not to exceed the maximum percentage of the Per Diem Rate shown below.

<u>Meal</u>	<u>Travel Begins On or Before</u>	<u>Portion of Per Diem Traveler is Entitled to Receive</u>
Breakfast	7:00 am	20%
Lunch	11:00 am	25%
Dinner	5:00 pm	<u>55%</u>
MAXIMUM TOTAL DAILY		100%

When a meal is included in the cost of a conference registration fee, mode of travel (e.g. airfare), or other MCERA-paid activity, employees will not be entitled to reimbursement for item.

### **Automobile Mileage**

A Trustee or staff member who uses his/her personal automobile for transportation on MCERA business may be reimbursed for the actual mileage driven on business and shall report such mileage on a MCERA Expense Reimbursement Form. Reimbursement shall be made at the per-mile rate allowed by the Internal Revenue Service. Pursuant to item H. above, Board members should consult with the Retirement Administrator prior to using a personal vehicle for travel if the use of the vehicle would exceed reasonable and necessary expenses from an alternate method of travel. Staff who receives a car allowance shall not be entitled to reimbursement for miles driven on MCERA business, unless approved in advance by the Chair. Those who use a personal automobile for MCERA business shall carry full automobile insurance coverage

### **Parking And Tolls**

Parking and tolls are reimbursed at cost. Receipts are required for amounts over \$25.00.

### **Public Transportation**

Use of taxis, hired cars and public transportation for MCERA business shall be reimbursed at actual rates. A receipt is required for amounts over \$25.00.

### **Car Rentals**

The use of a rental car by a Trustee or staff member shall be reimbursed when it is economically reasonable to rent a vehicle rather than use taxis, hired cars or public transportation. Rental car discounts must be used whenever possible and appropriate. If available, a compact vehicle will be requested, unless several Board members and/or staff will be using the vehicle together. Full insurance coverage must be purchased in connection with any car rental.

**Incidental Business Expenses**

Incidental business expenses reasonably incurred in connection with MCERA business, such as telephone, fax, internet access, and similar business expenses, shall be reimbursed as necessary and appropriate. Receipts are required in each instance of such business expense.

**Porterage**

Maximum reimbursement for porterage is \$10.00 per day of travel. Receipts not required.



**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
DISABILITY RETIREMENT AND SERVICE-CONNECTED SURVIVOR/DEATH  
BENEFITS APPLICATIONS POLICY**

**ADOPTED: November 5, 2014**

**AMENDED: May 6, 2015**

**AMENDED: May 9, 2018**

**REVIEWED: May 5, 2021**

**REVIEWED: May 1, 2024**

**AMENDED:**

**I. PURPOSE**

This policy sets forth the manner in which the MCERA Board of Retirement (“Board”) will consider and act on applications for disability retirement and, to the extent factual issues need to be determined, on applications for service-connected survivor/-death benefits as well (collectively referred to hereinafter as “Applications”).

**II. SCOPE**

This policy supplements, and is intended to be read harmoniously with, the provisions of MCERA’s Bylaws entitled “Procedures for Applications for Disability Retirement” (Part X, sections 1001-1014) and the MCERA Guidelines for Discussion of Disability Retirement and Survivor Benefit Applications at Board Meetings (“Discussion Guidelines”).

**III. BACKGROUND**

Since the mid-2000s, the Board has taken a number of steps to improve Board processes involved in the consideration of Disability Retirement Applications.

Those improvements include, beginning in the late 2000s, seeking and obtaining recommendations on Disability Retirement Applications from a Board Medical Advisor. The Medical Advisor’s recommendation is provided to the Board, the applicant, through his or her counsel if any, and to MCERA’s counsel, the Marin County Counsel.

In addition, in March 2011, the Board requested, and since then has received, a staff recommendation on Disability Retirement Applications, both before and after administrative hearings. The Board and the applicant, through his or her counsel if represented, are provided with the confidential meeting agenda backup, which includes a copy of the staff recommendation. The staff recommendation is based upon input from the Retirement Administrator, Assistant Administrator and Disability Retirement Coordinator (“Staff Disability Review Committee”).

Next, on December 11, 2013, the Board adopted the MCERA Discussion Guidelines, which describe and explain the manner in which the Board conducts its meetings during which it considers Disability Retirement Applications.

## B.5.b

Finally, on April 18, 2018, the Board directed staff to include an additional “possible motion” among those that are available to it after the Board initially considers an [Disability Retirement Application](#), but before an administrative hearing, as set forth in the Policy below.

The Board seeks to continue to improve the efficiency and effectiveness of its processes regarding its consideration of [Disability Retirement Applications as well as any Service-Connected Survivor/Death Benefit Applications](#). The Board also seeks to provide additional information to its members, their advisors, and others, regarding its processes on these matters.

### IV. [DISABILITY RETIREMENT POLICY](#)

1. As provided in the MCERA Bylaws, section 1001, upon receipt of an [Disability Retirement Application](#) and related materials as provided therein, and after the passage of time and the provision of notices as also set forth therein, but prior to any administrative hearing on that Application, the Retirement Administrator will present the Application to the Retirement Board for initial action.
2. If the Disability Review Committee and Board Medical Advisor agree that an applicant has sustained his or her burden of proof and the Application should be granted, in whole or in part, the Applications may be placed on the Board’s Disability Retirement consent agenda. At least 72 hours before the Board meeting, MCERA will distribute to the Board and its counsel, the applicant and/or his or her counsel, and MCERA’s counsel all confidential agenda back-up material on the Application, which will include the Disability Review Committee Summary and Recommendation, Medical Advisor Report and Recommendation (collectively, the “Recommendations”), and any other relevant background documentation (collectively, “Confidential Agenda Backup”). The Board may act on the consent agenda to adopt the Recommendations to grant, in whole or in part, the Application, or any voting Board member may pull the item from consent agenda for consideration in closed session (“Closed Session”).
3. If the Disability Review Committee and Board Medical Advisor agree that the applicant has not sustained his or her burden of proof and the Application should be denied, in whole or in part, the Application may be placed on the Board’s Disability Retirement consent agenda. At least 72 hours before the Board meeting, MCERA will distribute the Confidential Agenda Backup to the Board and its counsel, the applicant and/or his or her counsel and MCERA’s counsel. The Board may act on the consent agenda to adopt the Recommendations and deny the Application, in whole or in part, and provide the applicant with the opportunity to request, within 60 sixty days of the mailing of the notice of denial, an administrative hearing on the denial or any voting Board member may pull the item from the consent agenda for consideration in Closed Session. Any such administrative hearing shall be held as provided in the MCERA Bylaws, and in compliance with applicable law.
4. If the Disability Review Committee and Board Medical Advisor do not agree on a recommendation, then the Application may be agendized for the Board’s initial

## B.5.b

consideration in Closed Session. MCERA will distribute the Confidential Agenda Backup to the Board and its counsel, the [disability retirement](#) applicant and/or his or her counsel and MCERA's counsel at least one (1) week before the Board meeting. The applicant's counsel or applicant if pro se, and MCERA's counsel, may, but are not obligated to provide a written response to the Confidential Agenda Backup to the Board through MCERA at least 72 hours prior to the Board meeting.

- a. The confidential agenda backup for the Closed Session, which will be provided to the Board and its legal advisor, the [disability retirement](#) applicant and his or her counsel if any, and MCERA's attorney, with the Staff Summary and Recommendations, and any supporting documentation, the Medical Advisor's Report and Recommendation, and any supporting documentation, and all briefing submitted as provided herein.
5. If, as a result of its pre-administrative hearing deliberations on the [Disability Retirement](#) Application, the Board votes to deny any aspect of the application, the Board may, in lieu of requiring the applicant to proceed immediately to administrative hearing to challenge the denial, instead provide the applicant with the opportunity to request Board reconsideration of the Application within a designated period of time, with briefing to be provided by the Applicant and MCERA's counsel on one or more topics that the Board will identify.
  6. After a [Disability Retirement](#) Application has been adjudicated at an administrative hearing as provided in the MCERA Bylaws, the hearing officer will provide the Board with proposed findings of fact and a recommended decision, which will be agendaized on the Board's Disability Consent Agenda, unless the Retirement Administrator in consultation with the Board Chair concludes that Closed Session is warranted (subject to the Applicant always having the right for the Application to be considered in Open Session). The Retirement Administrator will provide the Board with a recommendation to act in accordance with Gov. Code sec. 31534, and as set forth in the Discussion Guidelines, as follows:
    - a. The Board may approve and adopt the proposed findings and recommendations of the hearing officer.
    - b. The Board may require a transcript or summary of all the testimony, plus all other evidence received by the hearing officer. Upon receipt thereof the Board will take such action as in its opinion is indicated by such evidence.
    - c. The Board may refer the matter back with or without instructions to the hearing officer for further proceedings.
    - d. The Board may set the matter for hearing before itself. At such hearing, the Board will hear and decide the matter as if it had not been referred to the referee.
- ~~7.~~ As to any Board actions taken in Closed Session, immediately after adjournment of closed session, the Chair will announce the Board's decision in open session, as well as the total vote tallies, and the votes of each Board member (which may be summarized by, among other things, identifying by name only the dissenting voters or by reporting a

unanimous vote). That announcement will also be reported in the minutes of the Board meeting.

DRAFT

**V. SERVICE-CONNECTED SURVIVOR/DEATH BENEFIT POLICY**

1. Applications for Service-Connected Survivor (Death) Benefits will be processed following the same outline in Section III above.
2. As with Disability Retirement applications, staff will seek the input of a Medical Advisor regarding the Service-Connected Survivor/Death benefit.
3. The application will be placed on the Board's agenda for consideration and potential action during Open Session, though the Board reserves its right to consult with counsel regarding any significant exposure to litigation arising from the application during a Closed Session agendaized for that purpose. At least 72 hours before the Board meeting, MCERA will distribute to the Board and its counsel, the applicant and/or his or her counsel, and MCERA's counsel all agenda back-up material on the Application and any other relevant background documentation. If the Board votes to deny the Application, in whole or in part, the applicant will be provided with the opportunity to request, within 60 sixty days of the mailing of the notice of denial, an administrative hearing on the denial. Any such administrative hearing shall be held as provided in the MCERA Bylaws, and in compliance with applicable law.
4. After an Application for Service-Connected Survivor (Death) Benefits has been adjudicated at an administrative hearing as provided in the MCERA Bylaws as they pertain to Disability Retirement, the hearing officer will provide the Board with proposed findings of fact and a recommended decision, which will be placed on the Board's agenda for consideration and potential action during Open Session, though the Board reserves its right consult with counsel regarding any significant exposure to litigation arising from the application during a Closed Session agendaized for that purpose. agendaized on the Board's The Board will act in accordance with Gov. Code sec. 31534, and as set forth in the Discussion Guidelines, as follows:
  - a. The Board may approve and adopt the proposed findings and recommendations of the hearing officer.
  - b. The Board may require a transcript or summary of all the testimony, plus all other evidence received by the hearing officer. Upon receipt thereof the Board will take such action as in its opinion is indicated by such evidence.
  - c. The Board may refer the matter back with or without instructions to the hearing officer for further proceedings.
  - d. The Board may set the matter for hearing before itself. At such hearing, the Board will hear and decide the matter as if it had not been referred to the referee.

**VI. POLICY REVIEW**

This Policy will be reviewed by the Retirement Board at least every three years to ensure that it remains relevant and appropriate. The Policy may be amended from time to time by majority vote of the Board.

**VI. RETIREMENT ADMINISTRATOR'S CERTIFICATE**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this Policy was reviewed and made effective on ~~May~~ 1, 2024.

\_\_\_\_\_  
Retirement Administrator

DRAFT

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION  
BOARD FINANCE AND RISK MANAGEMENT COMMITTEE CHARTER**

**Last amended: May 4, 2011**

**Last amended: November 5, 2014**

**Reviewed: November 8, 2017**

**Amended: December 12, 2018**

**Reviewed: November 3, 2021**

**Amended: November 6, 2024**

INTRODUCTION

The Board Finance and Risk Management Committee has been established to support the MCERA Board in fulfilling its fiduciary oversight responsibilities for the:

Financial Reporting Process,  
System of Risk Management, and  
External Audit of the Financial Statements.

COMPOSITION

The Committee will typically consist of three (3) to five (5) Board members who shall be appointed by the Chairperson of the Board. The Chairperson may, upon consultation with the full Board, appoint more than five (5) members to the Committee. The Chairperson may, but need not, appoint himself or herself to the Committee.

Each Committee member shall endeavor to become financially literate and shall be familiar with at least one of the following areas of expertise: finance, economics, law, business, pension administration, accounting, risk management, or other relevant field of study.

MEETINGS

The Committee will meet at least quarterly, with authority to convene additional meetings, as circumstances warrant. The Committee will invite members of management, auditors, and/or others to attend meetings and provide pertinent information, as necessary. Members of the Board who are not Committee members may attend Committee meetings as members of the public. In accordance with MCERA Bylaws, if a quorum of the Committee is not present for a particular meeting, such attending Board members who are not appointed members of the Committee may vote in an ex-officio capacity to establish a quorum.

RESPONSIBILITIES

The Board Finance and Risk Management Committee shall have the responsibility for the following:

1. To oversee the integrity of MCERA financial ~~reporting operations~~.
2. To ~~oversee matters related to the systematic provide the policy and framework for an effective system of risk in MCERA's operations management, and provide the mechanisms for periodic assessment of the system of risk management~~.
3. To ensure that management maintains an effective system of internal controls and ~~conducts provides the mechanisms for~~ periodic assessment of the system of internal controls.
4. To review MCERA's annual budget, and to direct staff with respect to variances from the budget.

## B.5.c

5. To develop an effective compliance ~~policy and effective compliance training~~ program for ~~MCERA Trustees and staff~~, including appropriate introductory training for new Trustees and staff, and ~~to ensure that the compliance policy is reviewed periodically for effectiveness such that~~ ensure compliance issues and concerns within the organization are being appropriately evaluated, ~~investigated~~ and resolved.
6. To serve as the primary liaison and provide the appropriate forum for handling all matters related to audits, examinations, investigations or inquiries from the appropriate State or Federal agencies.
7. To report to the Board on all activities, findings and recommendations of the Committee.  
~~8. To direct investigations, as appropriate.~~
- ~~9.8.~~ To review and recommend solutions to specific issues raised by the Administrator or the Board that relate to finances and risk management at MCERA.
- ~~10. To analyze how the depreciation and annual operating costs of MCERA's headquarters building at One McInnis Parkway compare to the costs that MCERA would incur and the possible benefits that it could receive by relocating its headquarters to another property, and thereby continue to determine whether using the building as its headquarters is prudent from an ongoing cost/benefit perspective. This fiduciary analysis should occur approximately every three years, or as directed otherwise by the Board.~~
- ~~11.9.~~ To work with staff and MCERA's engaged professional advisors, including counsel, to assist the Board in its finance and risk management activities. All communications with MCERA's professional advisors regarding this Committee's activities shall occur through the Retirement Administrator or this Committee's Chair.

### AUTHORITY

All Committee actions must be ratified or adopted by the Board.

### CHARTER REVIEW

This Charter will be reviewed by the Board at least every three (3) years to ensure that it remains relevant and appropriate. The Charter may be amended from time to time by majority vote of the Board.



**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
AUDIT COMMITTEE CHARTER**

Established: December 12, 2018

Reviewed: November 3, 2021

Reviewed: November 6, 2024

INTRODUCTION

The MCERA Board of Retirement (Board) has established an Audit Committee to assist it in overseeing the audit function within MCERA. Audit Committee recommendations are subject to final approval by the Board.

PURPOSE

The purpose of the Audit Committee is to serve as an advisory committee to the Board on matters relating to the integrity of the MCERA trust fund's financial reports, operations, and internal controls. The Audit Committee helps promote and enhance effective internal controls for MCERA operations and oversees communication between external auditors and management.

MEMBERSHIP

The Audit Committee will consist of at least three and no more than five members of the Board. The Board Chair will appoint members of the Audit Committee as provided in the MCERA Election and Duties of Board of Retirement Officers Policy and designate one member to serve as the Committee Chairperson.

Ideally, members should have expertise in accounting, auditing, financial reporting, and internal control. Although these desired traits are not mandatory, members should be sufficiently knowledgeable about these topics to make informed recommendations to the Board with the assistance of a financial expert.

MEETINGS

The Audit Committee will meet at least twice each year, with authority to convene additional meetings as circumstances require. All Audit Committee members are expected to attend each meeting. The Retirement Administrator or Accounting Unit Manager will attend the Audit Committee meetings and may request that other staff attend the meetings.

RESPONSIBILITIES AND DUTIES

The Audit Committee will:

- a. Coordinate the process for selecting or retaining the external auditor ("Auditor"), if necessary, and will make recommendations to the Board;
- b. Ensure the independence of the Auditor;

## B.6.a

- c. Meet with the Auditor to review the scope of the financial audit, including the responsibilities of the Auditor, and the timing and estimated budget for the audit;
- d. Meet with the Auditor to review the audit findings;
- e. Meet with MCERA management to discuss management's response to the audit findings;
- f. Report to the Board on the audit findings and management's response to the findings;
- g. Meet with senior management, at least annually, to discuss the effectiveness of the internal financial and operational control policies;
- h. Review significant changes in accounting standards, policies, or practices that may impact MCERA and report the results of that review to the Board of Retirement.

### CHARTER REVIEW

The Governance Committee will review this Charter at least once every three (3) years and recommend any amendments to the Board for approval as necessary to ensure that the Charter remains relevant and appropriate.

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
POLICY REGARDING COMPENSATION EARNABLE AND PENSIONABLE  
COMPENSATION DETERMINATIONS**

**ADOPTED: December 18, 2012**  
**REVIEWED: December 9, 2015**  
**REVIEWED: December 12, 2018**  
**AMENDED: November 3, 2021**  
**REVIEWED: November 6, 2024**

**I. PURPOSE**

The Board of Retirement of MCERA ("Board") implements this policy to interpret Government Code section 31461 of the County Employees Retirement Law of 1937 defining "compensation earnable" ("Compensation Earnable"), as amended by Assembly Bill 197 (regular session 2011-2012) and new Government Code section 7522.34 of the Public Employees' Pension Reform Act of 2013 ("PEPRA") defining "pensionable compensation" ("Pensionable Compensation"), enacted by Assembly Bill 340 (regular session 2011-2012), effective January 1, 2013. Compensation Earnable applies to all MCERA members who are not "new members" under Government Code 7522.04(f) of PEPRA ("New Members"). Pensionable Compensation applies to MCERA members for their service rendered on or after January 1, 2013 as New Members.

This Policy identifies items of compensation that the Board presently believes are permitted, or required, to be included in, or excluded from, Compensation Earnable and Pensionable Compensation for purposes of the present effective administration of the retirement system and of collecting retirement contributions on those payments and calculating retirement allowances.

**If, however, the Board later concludes that it has identified an item herein as either includable or excludable in a manner that is inconsistent with Board policy as determined by a later Board, or with a subsequent determination by the legislature, a court of competent jurisdiction, or other persuasive administrative legal authority such as the California Attorney General, the Board reserves the right to change its prior determination and to make appropriate adjustments both retroactively and prospectively, as this policy is not intended to, and does not, create any vested rights in members to the past, present, or future determinations set forth herein. Where this policy conflicts with any subsequent Board policy, that subsequent Board policy shall prevail unless it is contradicted by then-current statute.**

**II. POLICY**

**Compensation Earnable Definition**

Government Code section 31461, subdivision (a), describes Compensation Earnable that is to be included in retirement allowance calculations in accordance with *Ventura County Deputy Sheriffs' Assoc. v. Ventura County* (1997) 16 Cal. 4th 940. By actions taken on February and March 1998, the Board identified the items then included in, and excluded from, Compensation Earnable as then determined by the Board. The passage of the statutory changes referenced above and described in more detail below has prompted the Board to change the current policy effective January 1, 2013.

## B.6.b

Government Code section 31461, subdivision (b)(2)-(4), excludes from Compensation Earnable the following items, effective January 1, 2013:

- (1) Payments for unused vacation, annual leave, personal leave, sick leave, or compensatory time off, however denominated, whether paid in a lump sum or otherwise, in an amount that exceeds that which may be earned and payable in each 12-month period during the final average salary period, regardless of when reported or paid.
- (2) Payments for additional services rendered outside of normal working hours, whether paid in a lump sum or otherwise.
- (3) Payments made at the termination of employment, except those payments that do not exceed what is earnable and payable in each 12-month period during the final average salary period, regardless of when reported or paid.

Government Code section 31461, subdivision (b)(1) provides that any compensation determined by the retirement board to have been “paid to enhance a member’s retirement benefit under that system” also is not to be included in Compensation Earnable. Such additional items “may” include:

- (A) “Compensation that had previously been provided in kind to the member by the employer or paid directly by the employer to the member, and which was converted to and received by the member in the form of a cash payment in the final average salary period;”
- (B) “Any one-time or ad hoc payment made to a member, but not all similarly situated members in the member’s grade or class;” and
- (C) “Any payment that is made solely due to the termination of the member’s employment but is received by the member while employed, except those payments that do not exceed what is earned and payable in each 12-month period during the final average salary period regardless of when reported or paid.”

Section 31461(c) states that the new exclusions in subdivision (b) are intended to be consistent with the holdings in *Salus v. San Diego County Employees Retirement Association* (2004) 117 Cal.App.4th 734 (“*Salus*”) and *In re Retirement Cases* (2003) 110 Cal.App. 426 (“*In re Retirement*”).

Consistent with *Salus* and *In re Retirement*, the MCERA Board already adopted its Resolution No. 2008/09-04, which provides that MCERA does not include cash outs of accrued leave in excess of that which the member is permitted to both earn and receive in cash during a single twelve-month period in Compensation Earnable, and its Resolution No. 2011/12-04, which provides that MCERA does not include payments made in connection only with separation in Compensation Earnable. The Board also already adopted its Resolution Nos. 2008/09-05 and 2009/10-04, excluding executive bonuses from Compensation Earnable.

## B.6.b

On November 29, 2012, the First District Court of Appeal rendered *City of Pleasanton v. Board of Administration of CalPERS*, 211 Cal. App. 4<sup>th</sup> 522 (2012), concluding that “standby” or “on call” pay is, by definition, for services rendered, or availability, “*outside of . . . normal working hours.*”

As a result of new subdivision (b)(3) of section 31461, which requires that, on and after January 1, 2013, all payments for “additional services rendered outside of normal working hours, whether paid in a lump sum or otherwise” be excluded from compensation earnable, effective on and after that date, MCERA will no longer collect retirement contributions on, and will exclude from retirement calculations, standby pay, administrative response pay, and any form of call-back even if not paid at overtime rates.

As a result of new subdivision (b)(1)(A) of section 31461, which permits in-kind conversions in the final compensation period to be excluded from final compensation, on and after January 1, 2013, effective on and after that date, MCERA will no longer collect retirement contributions on, and will exclude from retirement calculations, in-kind benefits converted to cash, such as waiver for health insurance cash back and 125 plan revision.

For purposes of implementing this Policy, the new rules set forth herein regarding the definition of Compensation Earnable shall apply only to MCERA members who retire from MCERA on and after January 1, 2013, and only then as to the portion of their final average compensation periods that occur on or after the effective date of the new statutory exclusions, January 1, 2013. A chart stating general pay items that are included in, and excluded from, Compensation Earnable by MCERA effective on and after January 1, 2013 is attached hereto as Attachment A. MCERA’s exclusions set forth in Attachment A were upheld, after legal challenge, in *Marin Assn. of Public Employees v. Marin County Employees’ Retirement Assn.* (2016) 2 Cal.App.5th 674. See also, *Alameda County Deputy Sheriff’s Association v. Alameda County Employees’ Retirement Association* (2020) 9 Cal.5th 1032 [upholding constitutionality of statutory changes to compensation earnable definition].

### **Pensionable Compensation Definition For New Members**

The Pensionable Compensation definition applies to the retirement allowances provided to all New Members as defined by Government Code section 7522.04(f).

Government Code section 7522.34(a) defines Pensionable Compensation as “the normal monthly rate of pay or base pay of the member paid in cash to similarly situated members of the same group or class of employment for services rendered on a full-time basis during normal working hours, pursuant to publicly available pay schedules.”

Government Code section 7522.34(c) identifies categories of payments that are not included in Pensionable Compensation, which are enumerated as follows:

- (1) Any compensation determined by the board to have been paid to increase a member’s retirement benefit under that system.
- (2) Compensation that had previously been provided in kind to the member by the employer or paid directly by the employer to a third party other than the retirement system for the benefit of the member and which was converted to and received by the member in the form of a cash payment.
- (3) Any one-time or ad hoc payments made to a member.

## B.6.b

- (4) Severance or any other payment that is granted or awarded to a member in connection with or in anticipation of a separation from employment, but is received by the member while employed.
- (5) Payments for unused vacation, annual leave, personal leave, sick leave, or compensatory time off, however denominated, whether paid in a lump sum or otherwise, regardless of when reported or paid.
- (6) Payments for additional services rendered outside of normal working hours, whether paid in a lump sum or otherwise.
- (7) Any employer-provided allowance, reimbursement, or payment, including, but not limited to, one made for housing, vehicle, or uniforms.
- (8) Compensation for overtime work, other than as defined in Section 207(k) of Title 29 of the United States Code.
- (9) Employer contributions to deferred compensation or defined contribution plans.
- (10) Any bonus paid in addition to the compensation described in subdivision (a).
- (11) Any other form of compensation a public retirement board determines is inconsistent with the requirements of subdivision (a).
- (12) Any other form of compensation a public retirement board determines should not be pensionable compensation.

As a result of the foregoing mandatory statutory exclusions, as referenced in the parentheticals below, the following pay types will not be included by MCERA in the calculation of Pensionable Compensation, nor will retirement contributions be collected on those payments for New Members:

- (1) Allowances (e.g., clothing, uniform, automobile, housing) (subdiv. (7)).
- (2) In-kind benefits converted to cash (e.g., waiver for health insurance cash back, 125 plan revision) (subdiv. (2)).
- (3) All leave cash outs, regardless of when paid (e.g., annual, sick, floating holiday, personal, comp time) (subdiv. (5)).
- (4) Reimbursements (e.g., tool, meal, boot, cell phone, license) (subdiv. (7)).
- (5) Overtime (including, without limitation, standby and administrative response pay) (subdiv. (8)), unless it is FLSA premium pay for certain safety members as defined by statute.
- (6) Severance pay, regardless of when or how paid (subdiv. (4)).
- (7) Lump sum payment of comp time at promotion (subdiv. (5)).
- (8) Bonuses that are not part of normal monthly rate of pay of the member that also is

## B.6.b

paid to similarly situated members for full-time service during normal working hours pursuant to publicly available pay schedules (e.g., special skills bonus; temporary promotion bonus; productivity bonuses; discretionary or temporary special assignment bonuses (subdiv. (10)).

- (9) Employer contributions to deferred compensation or defined contribution plans (subdiv. (9)).
- (10) Payments for additional services rendered outside of normal working hours (call-back, standby and administrative response pay) (subdiv. (6)).
- (11) Payments made to enhance a retirement benefit as determined by the Board of Retirement (subdivs. (11) and (12)).

Special assignment payments or differentials, and payments for possessing specified certificates, certifications or licenses (“Special Compensation”), also will not be included unless the assignment is part of a member’s regularly assigned responsibilities on a matter that is an essential function of the job and is not performed solely during the final average compensation period, and is part of the regular assignment of other members in the same group or class. The amounts must also be (i) paid in cash to similarly situated members of the same group or class of employment; (ii) paid for services rendered on a full-time basis; (iii) paid only for services rendered during normal working hours; and (iv) paid pursuant to publicly available pay schedules.

For clarification, the “publicly available pay schedule” requirement means the Employer must publish publicly the amount of the pay item that is to be included in its employees’ pensionable compensation; identifying a percentage increase in salary, in lieu of a dollar amount, does not constitute a “pay schedule”.

If MCERA determines that any Special Compensation meets the above criteria, then MCERA must make such determination affirmatively, and retirement contributions must be taken on all such payments.

Pay types that will be included in Pensionable Compensation under subdivision (a) are as follows:

Remuneration for services or skills that constitute the member’s normal monthly rate of pay or base pay, that are paid in cash to similarly situated members of the same group or class of employment for services rendered on a full-time basis during normal working hours or for time during which the member is paid for regular hours but is excused from work, and that are documented on publicly available pay schedules.

Those items include (a) Regular salary, including scheduled step increases; (b) FLSA premium pay for law enforcement and fire protection as defined in Section 207(k) of Title 29 of the United States Code.

A chart stating general pay items that are included in, and excluded from, Pensionable Compensation by MCERA is attached hereto as Attachment B.

**III. IMPLEMENTATION AND RESPONSIBILITIES OF MCERA AND EMPLOYER PLAN SPONSORS**

The Retirement Administrator, with assistance of legal counsel, is responsible for implementing the Board’s policy decisions related to Compensation Earnable and Pensionable Compensation. The Retirement Administrator will keep the Retirement Board informed regarding significant ongoing Compensation Earnable or Pensionable Compensation implementation challenges, as appropriate.

Employer plan sponsors (“Employers”) are responsible for coding of pay code categories consistent with MCERA policy determinations as set forth in Attachments A and B hereto, and subject to MCERA staff review.

Employers are responsible for notifying MCERA staff regarding the facts and circumstances of any pay items they consider may be an exception to the stated presumption in the accompanying Attachments, for review by the MCERA Retirement Administrator. In addition, MCERA staff will code MCERA systems in a way that flags presumption pay codes for ongoing policy review with each payroll transmittal from employers.

Employers are responsible for notifying MCERA staff of new pay codes for compensation earnable and pensionable compensation review by MCERA staff no later than the time of implementation of the codes. MCERA staff will review employer pay code listings for compliance with established policy as part of staff administrative procedures.

MCERA staff will continue the longstanding current practice that includes a detailed pay item review prior to establishing retirement benefits for retiring MCERA members. Consistent with current practice, matters requiring policy review will be flagged by staff for Retirement Administrator review and determination regarding compensation earnable, or pensionable compensation, as appropriate. MCERA members or employers may appeal a determination by the Retirement Administrator to the Retirement Board, through the administrative appeal process as appropriate, in accordance with MCERA’s Procedures for Hearings on Matters Other Than Disability Retirement.

When reviewing items of compensation, MCERA staff will audit pay items to identify those that may have a primary purpose to enhance retirement benefits, involve the manipulation of compensation by members or employers to enhance benefits, receipt of ad hoc payments or any other compensation considered to be inconsistent with the pension reform legislation provisions.

**IV. POLICY REVIEW**

The Board shall review this Policy at least every three years to ensure that it remains relevant and appropriate. The Policy may be amended at any time by majority vote.

**V. RETIREMENT ADMINISTRATOR’S CERTIFICATE**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees’ Retirement Association, hereby certify that this policy was ~~reviewed~~**amended** by MCERA on November ~~63~~, 202**14**.

Retirement Administrator \_\_\_\_\_



# **ATTACHMENT A**

B.6.b

**Marin County Employees' Retirement Association**

Effective Date: January 1, 2013

<b>Pay Type</b>	<b>Compensation Earnable (Non-PEPRA Tier Under Govt. Code 31461)</b>
Regular Salary and Other Non-Excluded Payments that are Remuneration for Service or Skills	Yes
Temporary Promotion	Yes
Temporary or Special Assignment	Yes
Differentials, Service or Skill Based (e.g. Assignment, Shift, Emergency, Bilingual)	Yes
FLSA Premium Pay for Regularly Scheduled Work Assignment (Fire and Law Enforcement)	Yes
Holiday Pay	Yes
Advisory Pay, Service or Skill Based	Yes
Educational and Training Incentive (e.g. POST, FTO, CPA)	Yes
Accumulated Leave Used In Lieu of Regular Hours	Yes
Allowances (e.g. Clothing, Uniform, Automobile, Housing)	Yes
In Service Vacation Leave Cash Out (Earned and Payable Each Year)	Yes
In-kind Benefits Converted to Cash (e.g., Waiver for Health Insurance Cash Back, 125 Plan Revision)	No
Payments for Additional Services Rendered Outside of Normal Working Hours (e.g., Standby, Administrative Response, and Call Back, whether overtime or not)	No
Reimbursements (e.g. Tool, Meal, Boot, Cell Phone, License)	No
Overtime, Unless FLSA Premium Pay	No
Severance Payments	No
Leave Cash Outs Paid Only at Termination (e.g. Annual, Sick, Floating Holiday, Personal, Comp Time)	No
Lump Sum Payment of Comp Time At Promotion	No
Payments (Not Remuneration for Service or Skills) paid in a Lump Sum or Other Form	No
Executive Bonuses	No
Employer Contributions to Deferred Compensation or Defined Contribution Plans	No

## **ATTACHMENT B**

B.6.b

**Marin County Employees' Retirement Association**

Effective Date: January 1, 2013

<b>Pay Type</b>	<b>Pensionable Compensation (PEPRA Tier under GC sec. 7522.34)</b>
Regular Salary, Including Step Increases	Yes
FLSA Premium Pay for Regularly Scheduled Work Assignment (Fire and Law Enforcement)	Yes
Accumulated Leave Used In Lieu of Regular Hours	Yes
Special or Temporary Assignment	No*
Differentials, Service or Skill Based	No*
Holiday Pay	No*
Advisory Pay, Service or Skill Based (if part of regular duties, essential functions of job)	No*
Educational and Training Incentive (if minimum job requirement and essential part of job)	No*
Standby, Administrative Response	No
Allowances (e.g. Clothing, Uniform, Automobile, Housing)	No
In-kind Benefits Converted to Cash (e.g., Waiver for Health Insurance Cash Back, 125 Plan Revision)	No
In Service Vacation Leave Cash Out (Earned and Payable Each Year)	No
Call Back	No
Reimbursements (e.g. Tool, Meal, Boot, Cell Phone, License)	No
Overtime, Unless FLSA Premium Pay	No
Severance Payments	No
Leave Cash Outs Paid Only at Termination (e.g. Annual, Sick, Floating Holiday, Personal, Comp Time)	No
Lump Sum Payment of Comp Time At Promotion	No
Payments (Not remuneration for service or skills) Made in Lump Sum or Other Form	No
Bonuses (unless paid for regular, essential duties to similarly situated members in same group or class)	No
Employer Contributions to Deferred Compensation or Defined Contribution Plans	No
Payments for Additional Services Rendered Outside of Normal Working Hours	No
Payments Made to Enhance a Retirement Benefit as Determined by Board of Retirement	No

\*Subject to further review under Assembly Bill 340 of 2011-12 regular session; determination depends on breadth of subdivision (a), and limitations of subdivisions (c)(6), (8) and (10). To the extent this pay item may potentially be included, it must meet the following requirements: (i) paid in cash to similarly situated members of the same group or class of employment; thus a minimum job requirement and essential function of the job; (ii) paid for services rendered on a full-time basis; (iii) paid only for services rendered during normal working hours; and (iv) paid pursuant to publicly available pay schedules.

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
TRUSTEE EDUCATION POLICY**

ADOPTED: June 11, 2007  
AMENDED: September 8, 2010  
AMENDED: August 8, 2012  
AMENDED: March 13, 2013  
REVIEWED: December 9, 2015  
REVIEWED: December 12, 2018  
AMENDED: November 3, 2021  
REVIEWED: November 6, 2024

**I. Purpose.**

The Board of Retirement of MCERA (the “Board”) recognizes and affirms the importance of education to the success of fulfilling its constitutional and statutory fiduciary duty to prudently administer the retirement system for the exclusive benefit of the members and their beneficiaries as set forth below:

“The retirement board of a public pension or retirement system shall have plenary authority and fiduciary responsibility for investment of moneys and administration of the system.” *Cal. Const. Art. XVI, § 17*

“Except as otherwise expressly restricted by the California Constitution and by law, the board may, in its discretion, invest, or delegate the authority to invest, the assets of the fund through the purchase, holding, or sale of any form or type of investment, financial instrument, or financial transaction when prudent in the informed opinion of the board.” *Cal. Gov. Code § 31595*

“The board and its officers and employees shall discharge their duties with respect to the system ... (b) [w]ith the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of a like character and with like aims.” *Cal. Gov. Code § 31595(b)*

1. The MCERA Trustee Education Policy rests on the following important premises:
  - (i) Board members are responsible for making policy decisions relating to pension plan administration of MCERA. To that end, they must acquire an appropriate level of knowledge to achieve proficiency in the conduct of MCERA's business.
  - (ii) There exists a unique body of knowledge that is relevant to Board members in carrying out of their distinct roles and responsibilities.
2. The objectives of MCERA Trustees Education Policy are as follows:

## B.6.c

- (i) To ensure that all Board members gain the knowledge necessary to carry out their fiduciary responsibilities.
- (ii) To ensure that access to relevant information is made available to all Board members.
- (iii) To ensure that Board members possess shared knowledge relevant to pension administration and the investment of trust assets, to enable effective group discussion, debate, and decision making.

Prudent administration requires each Board member to achieve and maintain proficiency in the conduct of MCERA's business by educating himself or herself in matters central to the prudent administration of the retirement system and the investment of retirement funds.

In addition, as of January 1, 2013, the County Employees Retirement Law of 1937 ("CERL") requires MCERA's Board to "adopt a policy for providing education to board members" with a minimum number of required hours of requisite training, and to report on Board member compliance with the policy, in accordance with Cal. Gov. Code section 31522.8.

To that end, the Board adopts this Trustee Education Policy (this "Policy") to promote the Board members' ability to achieve this proficiency in compliance with state law.

### **II. Guidelines.**

The following sets forth guidelines that govern the Board's continuing education activities, which are designed to develop the skills necessary to promote the prudent administration of the retirement system and investment of the retirement funds. These guidelines are intended to be read and applied in conjunction with, and to complement, MCERA's Trustee Due Diligence and Travel Policies. Due diligence activities, however, shall not be a substitute for educational programs.

#### **A. General Provisions.**

1. Board members shall strive to develop and maintain an appropriate level of knowledge and skill necessary to administer the retirement system prudently throughout their term as members of the MCERA Board. The following areas of continuing education are required:
  - (i) pension law;
  - (ii) investment performance measurement;
  - (iii) principles of asset allocation and investment management;
  - (iv) actuarial evaluation and process;
  - (v) benefits administration;
  - (vi) disability retirement;
  - (vii) board governance, ethics and fiduciary obligations; and
  - (viii) organizational budget and audit procedures.
2. Educational opportunities designed to help Board members achieve proficiency in these areas include:

## B.6.c

- (i) external conferences, seminars, workshops and events sponsored by corporate sponsors, professional or trade organizations, investment managers and/or other primary service providers, including, but not limited to, investment consultants, legal counsel, custodians and/or actuaries;
  - (ii) in certain circumstances, external conferences, seminars, workshops and events sponsored by corporate sponsors. professional and trade organizations and/or other third party professional conferences (“Professional Conference”) may be appropriate for a Board member to attend should the subject matter be germane to Board function. However, Board members who attend such Professional Conferences in his or her professional capacity may not also attend in his or her capacity as a Board member. In no event will the expense of attending a Professional Conference by a Board member who attends the Professional Conference in his or her professional capacity be reimbursed by MCERA. Only with the written permission of the Board may a Board member attend a Professional Conference in his or her capacity as a Board member.
  - (iii) pension association meetings and events;
  - (iv) in-house educational seminars, presentations, new trustee orientations and briefings; and
  - (v) relevant print and electronic media resources.
3. Board members shall seek out, evaluate and attend appropriate educational programs to meet the following minimum goals:
- (i) achieve, over time, proficiency in the areas identified in General Provision 1, above; and
  - (ii) stay apprised of new relevant developments.
4. MCERA shall support its Board members’ efforts to achieve these minimum goals and shall provide further education and training as appropriate under the circumstances. It is recommended that during a Board member’s initial term, such Board member should seek out the following basic educational experiences during the following intervals:
- (i) First Term:
    - A. Year 1
      - Ethics Training (\*mandatory in year one, then every two years)
      - Trustee training provided by CalAPRS or NCPERS or similar organization
      - One SACRS conference
      - Board Strategic Workshops
    - B. Year 2 and 3 –
      - Callan College or educational and training programs offered by retained consultants

## B.6.c

- Investment conference at Wharton or other similar higher education program
  - At least one additional SACRS conference
  - Stanford Directors College
  - Board Strategic Workshops
  - One Institutional Investor Roundtable/Symposium or Public Funds Forum or equivalent
- (ii) Additional Term:
- Refreshers on fiduciary obligations, board governance, investment management and asset-specific training as required
  - Board Strategic Workshops
  - At least two SACRS conferences per term

### B. Program Selection and Approval Process.

1. Certain educational programs are well known to provide important training to board members of retirement systems governed by the CERL. Board member attendance at the following conferences/programs shall not be limited nor require further approval:
  - (i) State Association of County Retirement Systems (“SACRS”);
  - (ii) California Association of Public Retirement Systems (“CalAPRS”);
  - (iii) National Conference of Public Employee Retirement Systems (“NCPERS”);
  - (iv) National Association of State Retirement Administrators (“NASRA”);
  - (v) Council of Institutional Investors (“CII”); and,
  - (vi) one or more training and educational programs developed by retained consultants to MCERA
2. Other educational programs offered by the International Foundation of Employee Benefit Plans (“IFEBC”), Government Financial Officers Association, USA and Canada (“GFOA”), Pension Real Estate Association (“PREA”), Public Funds Forum and Institutional Investor Conferences; commercial enterprises such as Strategic Research Institute (“SRI”) or institutions of higher education, such as The Wharton School, the Stanford Directors College, Institute for International Research, and the Pacific Pension Institute provide valuable trustee education, sometimes at comparatively greater expense. The Retirement Administrator shall regularly identify appropriate educational programs based on the individual needs of Board members. Attendance by Board members at such programs shall require the consent of the Board, upon consideration of the following:
  - (i) the extent to which attendance is expected to provide the Board member with the level of knowledge and understanding sought by this Policy;
  - (ii) the cost effectiveness of the opportunity, considering the substance of the information presented;
  - (iii) the timeliness and relevance of the opportunity; and



## B.6.c

- (iv) the number of Board members proposed to attend.

In considering whether to approve attendance at a particular program, the Board shall give priority to Board members who have not previously attended such program, reflecting the Board's intent to distribute educational opportunities equitably among the Board members.

### C. Timing and Frequency.

All Board members shall obtain a minimum of 24 hours of Board member education on the topics listed in II(A)(1) above within the first two years of assuming office and for every subsequent two-year period the Board member continues to hold membership on the Board.

In addition to, or as a part of, Board members' minimum requirements in General Provision 3, above, Board members shall be strongly encouraged to attend the semi-annual SACRS conferences, the regular General Assembly and Trustee Roundtable sessions of CALAPRS, and at least two additional educational programs each year.

### D. Annual Budget and Expenses.

MCERA shall establish an annual budget to cover the cost of providing continuing fiduciary education for its Board members. As provided by the Trustee Travel Policy, MCERA shall reimburse Board members for all reasonable and necessary expenses incurred in attending educational programs encouraged hereunder as provided in this Policy.

### E. Reporting.

1. A Board member attending an education program shall provide an oral report evaluating the program and its merits to the Board at their next regular meeting, the key points of which shall be included in the minutes of the meeting. In addition, Board members shall provide the Retirement Administrator with the materials obtained during the program, its usefulness (or lack thereof) so that they may be made available to other Board members and staff for reference purposes.
2. The Retirement Administrator shall regularly report on the participation of Board members in educational programs that qualify for education credit under Cal. Gov. Code section 31522.8 on the Consent Agenda of each public meeting of the Board, as appropriate. In addition, the Retirement Administrator shall report quarterly in writing to the Finance and Risk Management Committee on the participation of Board members and staff in educational programs.
3. Board members shall provide to the Retirement Administrator, and the Retirement Administrator shall maintain for all Board members, a record of Board member training hours in compliance with this Policy. The Policy and an annual report on Board member compliance shall be placed on the MCERA website.

### F. New Board Member Orientation.

1. In order to provide information to those who may be considering becoming Board members, the Retirement Administrator shall provide copies of this and other Board policies relating responsibilities to the Clerk of the Marin County Board of Supervisors, to

## B.6.c

each candidate seeking election to the Board of Retirement, and shall post it on the MCERA website.

2. The Retirement Administrator shall also be responsible for developing a New Trustee Orientation Program, designed to familiarize each new Board member with all aspects of MCERA's operations and policies. The goal is to assure that each new Board member is prepared to participate fully in the responsibilities of the Board and to obtain required education as soon as possible after joining the Board. Board members shall participate in the orientation program within 45 days of being elected or appointed to the Board.
3. The New Board Member Orientation Program shall include:
  - (i) The history and organization of MCERA and all relevant governing documents;
  - (ii) Most recent plan description and member and retiree handbooks;
  - (iii) Most recent actuarial valuation and financial statements;
  - (iv) An introduction to the Board and staff, and MCERA premises;
  - (v) Fiduciary duties of the Board members and the Board;
  - (vi) Relevant laws affecting the Board and MCERA, including CERL, the Public Employees' Pension Reform Act of 2013 (PEPRA), the Brown Act, conflict of interest laws and state reporting requirements;
  - (vii) Most recent asset/liability study;
  - (viii) Most recent investment performance report;
  - (ix) Board policies and Bylaws;
  - (x) Current issues before the Board;
  - (xi) Most recent business plan and budget;
  - (xii) Up-to-date organization chart;
  - (xiii) Up-to-date names and phone numbers of Investment Managers, other Board members and Retirement Administrator; and,
  - (xiv) Most recent meeting calendar and other relevant manuals, materials and documentation.

### **III. Policy Review.**

The Board shall review this Policy at least every three years to assure its efficacy and relevance. This Policy may be amended from time to time by majority vote of the Board.

### **IV. Certificate.**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify the ~~review~~amendment of this Policy.

Dated: November ~~6, 2024~~6, 2021

---

Jeff Wickman, Retirement Administrator

**MCERA FACILITY USE AND RESERVATION POLICY**

**Adopted: June 9, 2010, to be effective August 1, 2010**  
**Amended: July 14, 2010, to be effective August 1, 2010**  
**Amended: March 13, 2013**  
**Amended: December 9, 2015**  
**Reviewed: December 12, 2018**  
**Amended: November 3, 2021**  
**Reviewed: November 6, 2024**

Reservation applications for use of rooms at One McInnis Parkway that are identified herein may be obtained from the Marin County Employees' Retirement Association, One McInnis Parkway, San Rafael or on our website: [www.mcera.org](http://www.mcera.org). Please call (415) 473-4164 to request a faxed application or if you have any questions.

**AVAILABILITY**

To the extent allowable under State and/or Local Public Health guidelines, facilities are available for use when they are not being used for MCERA business purposes. Facilities are generally not available for rental after MCERA business hours of 8:00 am-5:00 pm, Monday through Friday. Use of the two rooms in the Facilities identified below includes reasonable use of the parking lot, kitchen and restrooms; access to all office, storage and any other meeting spaces at the Facilities is not permitted under this Policy. Any fees and application procedure under this Policy may be waived by the Board Chair or Retirement Administrator in consultation with the Chair of the Board of Retirement.

**FACILITIES**

**BOARD CHAMBERS**

The Board Chambers accommodates meetings of up to 60 people and includes a dais for use by a board of up to 14 members. Technological equipment includes screens, microphones and conference call capacity. If any technological equipment is used, then a qualified employee of MCERA or of Marin County's IST department must be contacted in advance.

**EXECUTIVE BOARD CONFERENCE ROOM**

The Executive Board Conference Room accommodates meetings of up to 18 people. No technological equipment may be used in this Conference Room.

**GROUP CLASSIFICATIONS**

- A. MCERA member and beneficiary groups (consisting of active, deferred and/or retired MCERA members) when:** (i) the majority of participants in the organization are MCERA members or beneficiaries; or (ii) the activity being planned by the group will primarily benefit the MCERA retirement interests of MCERA members or beneficiaries.
- B. MCERA plan sponsors (County and participating districts) when:** (i) the meeting is hosted by an MCERA plan sponsor; and (ii) the activity being planned by the group will primarily benefit the MCERA retirement interests of MCERA members or beneficiaries.

**FEE SCHEDULE**

All fees are due with the application, unless the Administrator waives the fee in his or her reasonable exercise of discretion. Fees will be accepted by check payable to the Marin County Employees’ Retirement Association.

Category	Board Chambers	Executive Board Conference Room	
A	\$100	\$20	
B	\$350	\$125	

**INSURANCE**

Under this Policy Category B groups must provide satisfactory Proof of Insurance to MCERA prior to using the facilities.

**ALCOHOLIC BEVERAGES**

No alcoholic beverages may be consumed in the Facility.

**CANCELLATION**

If cancellation is necessary, MCERA must be notified immediately.

**Retirement Administrator’s Certificate**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees’ Retirement Association, hereby certify that this policy was ~~reviewed~~**amended** by the Marin County Employees’ Retirement Association on November ~~63~~**2024**.

\_\_\_\_\_  
Retirement Administrator

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
KEY SERVICE PROVIDER  
PERFORMANCE EVALUATION POLICY**

ADOPTED: July 9, 2008  
AMENDED: September 8, 2010  
REVIEWED: July 10, 2013  
REVIEWED: May 4, 2016  
AMENDED IN FULL: December 12, 2018  
REVIEWED: November 3, 2021  
REVIEWED: November 6, 2024

**I. PURPOSE**

1. In keeping with good fiduciary practice, MCERA recognizes the need to ensure mechanisms exist for regularly evaluating the performance of its service providers. This policy sets out various guidelines intended to facilitate evaluations.
2. While MCERA shall exercise prudence and care in overseeing all of its service providers, this policy applies to those service providers which MCERA deems to be “Key Service Providers”. These include:
  - The consulting actuary
  - The external auditor
  - The investment consultant
  - The custodian
  - The legal counsel
  - The Disability Medical Advisor
3. Investment managers shall be evaluated according to investment policies and guidelines developed by MCERA and its investment consultants.

**II. ASSUMPTIONS**

1. MCERA’s Key Service Providers provide expert services and advice. Accordingly, overseeing such service providers is complex and requires a combination of subjective and objective methods.
2. Management shall be responsible for determining the most effective and appropriate combination of methods for evaluating Key Service Providers, and shall regularly advise the Finance and Risk Management Committee regarding any issues.
3. Notwithstanding anything contained herein, the frequency of service provider evaluations shall be subject to the limitations of staff time and resources.

### **III. POLICY GUIDELINES**

#### *Subjective Evaluation Methods*

1. Key service providers shall periodically be evaluated on the basis of subjective criteria such as responsiveness, communications, quality of advice, and service quality.
2. MCERA Management may use surveys, discussion guides, or other tools it deems appropriate to help conduct such evaluations. The Retirement Administrator shall determine which staff members shall participate in the evaluation of each service provider.
3. It is expected that some of MCERA's Key Service Providers will occasionally administer their own proprietary surveys to assess their clients' satisfaction levels. In such cases, MCERA Management may elect to participate in the service provider's survey and may consider the results of such an assessment as part of the Service Provider's periodic evaluation.
4. The Board Chair and the Retirement Administrator may meet with the service provider to review evaluations and discuss any actions that may arise from the evaluation. Committee chairs may also participate in the meetings as set out below:
  - a. Review of Investment Consultant – Investment Committee Chair
  - b. Review of Actuary – Finance and Risk Management Committee Chair
  - c. Review of Auditor – Audit Committee Chair
  - d. Review of Custodian – Finance and Risk Management Committee Chair
  - e. Review of Disability Medical Advisor – Finance and Risk Management Committee Chair

#### *Objective Evaluations*

1. In addition to subjective evaluations, Management may undertake objective evaluations of Key Service Providers as appropriate, and will inform the Board of its findings.
2. Objective evaluations of Key Service Providers may address issues including, but not limited to, technical proficiency, accuracy, cost effectiveness, and independence. Where feasible, such evaluations may involve assistance from independent third-party experts.
3. Methods for evaluating technical proficiency may include, but are not limited to, the following:
  - a. Periodically retaining an actuarial auditor to audit the actuarial methods and accuracy of the consulting actuary;
  - b. Periodically reviewing peer assessments of the financial auditor; and
  - c. Obtaining independent evaluations of the investment consultant and the custodian.

## B.6.e

4. Management will periodically evaluate the independence and objectivity of Key Service Providers by requesting that Key Service Providers:
  - a. Disclose actual or potential conflicts of interest;
  - b. Indicate compliance with industry or regulatory standards or guidelines concerning conflicts of interest (e.g. the guidelines for independence set out by the U.S. Securities and Exchange Commission concerning investment consultants<sup>1</sup>); or
  - c. Disclose any other information that may indicate an impediment to the service provider's objectivity.

### Requests for Proposals (RFP) for Current Service Providers

1. All relationships with Key Service Providers will be formally reviewed from time-to-time to determine whether an RFP or other suitable undertaking should be initiated to confirm the suitability of the current relationship or to seek an alternative supplier. The timing of such reviews will be staggered to reflect available time and resources within MCERA, but should generally occur approximately every six years. In each case, following such reviews, Management will provide a recommendation to the Board as to whether an RFP or other undertaking should be initiated.
2. Notwithstanding anything contained herein, the Board or a committee of the Board may initiate a review of a MCERA service provider at any time.

## **IV. POLICY REVIEW**

This policy shall be reviewed by the Board at least every three (3) years to ensure that it remains relevant and appropriate.

## **V. CERTIFICATE**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify the review of this Policy.

Dated: November ~~63~~, 202~~4~~

---

Retirement Administrator

---

<sup>1</sup> U.S. Securities and Exchange Commission, Selecting & Monitoring Pension Consultants: Tips for Plan Fiduciaries.



**MCERA BOARD OF RETIREMENT  
PROCEDURES FOR HEARINGS ON  
MATTERS OTHER THAN DISABILITY RETIREMENT**

ADOPTED: June 11, 2007  
AMENDED: November 7, 2012  
REVIEWED: December 9, 2015  
REVIEWED: December 12, 2018  
REVIEWED: November 3, 2021  
REVIEWED: November 6, 2024

The procedures (the “Procedures”) set forth below shall apply to all hearings conducted by the Marin County Employees’ Retirement Association regarding matters, other than disability retirement applications, as to which the Board of Retirement or Retirement Administrator determines that such a hearing may be necessary or appropriate in order to make a determination as provided by California Government Code sections 31533 and 31542.

1. DEFINITIONS

Unless the context otherwise requires, the definitions in this section shall govern the construction of these rules.

- (a) “MCERA” means the Marin County Employees’ Retirement Association.
- (b) “Board of Retirement” and “Board” mean the Board of Retirement of MCERA.
- (c) “Procedures” means these MCERA Board of Retirement Procedures for Hearings on Non-Disability Retirement Related Matters.
- (d) “Retirement Administrator” means the Retirement Administrator of MCERA.
- (e) “Claimant” means any MCERA member, beneficiary or successor-in-interest, or Plan Sponsor, who has timely submitted a claim to MCERA’s Board of Retirement (“Claim”) challenging a determination made by the Retirement Administrator or the Board, as the case may be, as to such Claimant.
- (f) Any party who opposes a Claim, and that party’s counsel, shall be referred to collectively as an “Adverse Party.”
- (g) “Hearing Officer” means a member of the Board or a member of the State Bar of California, in each case appointed by the Board as a referee pursuant to Government Code section 31533, to hold a Hearing on any Claim.
- (h) “Hearing” means one or more hearings conducted by the Hearing Officer pursuant to the Procedures.
- (i) “MCERA Counsel” means the attorney, if any, hired by MCERA to represent it during a Hearing.

## B.6.f

- (j) “Plan Sponsor” means any employer plan sponsor of MCERA (Marin County or any MCERA District).
- (k) “Plan Sponsor Counsel” means the attorney, if any, hired by a Plan Sponsor to represent it during a Hearing.
- (l) “Statement of Claim” or “Statement” means an MCERA form that is to be completed by every Claimant and timely submitted to the Hearing Officer, MCERA’s Counsel, if any, and Plan Sponsor Counsel, if any.

### 2. REPRESENTATION BY COUNSEL

Any Claimant may, at Claimant’s expense, hire and be represented by an attorney subject to the provisions of these Procedures. No Claimant is required to have an attorney at any time. If any Claimant is represented by an attorney, Claimant or his or her attorney shall promptly file with the Retirement Administrator, and serve upon MCERA’s Counsel, written notice of such representation, including the attorney’s name, address and telephone number. The substitution, withdrawal, or dismissal of an attorney of record shall be in the manner prescribed in the California Administrative Procedures Act.

### 3. STATEMENT OF CLAIM AND LIMITED WAIVER OF CONFIDENTIALITY

Any MCERA member, beneficiary or successor-in-interest or Plan Sponsor (“Requestor”) may request MCERA’s position regarding whether pay items made to, or by, them are pensionable either as “compensation earnable” under Government Code section 31461 and/or as “pensionable compensation” under Government Code section 7522.34.

The Retirement Administrator will advise the Requestor of MCERA’s initial determination regarding the pensionability of a pay item, or other administrative matter other than disability retirement, in writing, and will summarize the rationale for that determination. The Retirement Administrator will also notify the Requestor at that time that if the Claimant seeks to challenge the determination, the Requestor may administratively appeal it.

Within fourteen (14) calendar days of receiving written notice from MCERA of the Board of Retirement’s or Retirement Administrator’s initial determination and right to administrative appeal, Claimant shall file a completed Statement of Claim with the Retirement Administrator and shall serve such Statement on any Adverse Party, as identified in the written notice provided by MCERA, and on the Retirement Administrator. The Statement of Claim shall be on the official form provided by MCERA, and must provide all information and documents requested on such form. A Statement of Claim may, but is not required to be, filed jointly by any Claimants who are jointly represented by counsel.

By filing a Statement of Claim, a Claimant waives confidentiality as to any Adverse Party, MCERA, and the Hearing Officer, for purposes of the Hearing and any related Board action thereafter only with respect to any documents in Claimant’s MCERA file that relate in any way to Claimant’s Claim and any defense thereto.

## B.6.f

### 4. RESPONSE TO STATEMENT OF CLAIM

- (a) Upon Claimant's filing of a Statement of Claim, MCERA shall provide Claimant and any Adverse Party with all documents in Claimant's file that relate in any way to the Claim and any defense thereto, and shall set the matter for Hearing.
- (b) Within thirty (30) days of providing the information as defined in 4(a) above, the Retirement Administrator shall request from the Claimant written notice of intent to proceed with an administrative appeal. Upon receipt of the Claimant's written notice of intent to proceed, the Retirement Administrator will set the matter for Hearing, or agendaize it for a Board of Retirement meeting, as applicable.
- (c) The Hearing Officer shall provide Claimant, MCERA and any Adverse Party with notice of any such Hearing not fewer than thirty (30) court days prior to the date set therefore. Said Hearing shall be set within sixty (60) court days of the receipt by the Hearing Officer of the completed Statement. The Hearing Officer may request additional time for the completion of its actions pursuant to these Procedures, which may be approved or denied in the reasonable discretion of the Board.
- (d) Notwithstanding the provisions contained elsewhere herein, upon written request by a party to the action and for good cause shown, the Hearing Officer may continue, to a date certain, any Hearing scheduled before him or her. Any request for continuances shall be made not later than ten (10) court days in advance of the scheduled date for Hearing, except in the event of extenuating circumstances when the basis for the continuance is not known ten (10) court days in advance.

### 5. PRE-HEARING PROCEDURES

- (a) Claimant and any Adverse Party shall receive from MCERA all non-privileged documents or other information in the possession, custody or control of MCERA, which may be related to the Claim and any defense thereto.
- (b) Should Claimant or an Adverse Party request additional non-privileged documents that are not in the custody of MCERA, but are in the custody of a Plan Sponsor, then MCERA, the Claimant and/or the Adverse Party shall meet and confer jointly to seek voluntary delivery of such documents from said Plan Sponsor.
- (c) Unless otherwise ordered by the Hearing Officer, at least nine (9) court days before the Hearing, the Adverse Party shall file a written response to the Statement of Claim ("Response") with the Retirement Administrator and shall serve the Response on Claimant.
- (d) Unless otherwise ordered by the Hearing Officer, at least five (5) court days before the Hearing, Claimant shall file a reply to the Response ("Reply") with the Retirement Administrator and shall serve the Reply on any Adverse Party, Plan Sponsor and MCERA.

6. CONDUCT OF HEARINGS

- (a) Subject matter to be considered by Hearing Officer:

When hearing an appeal under these Procedures, the Hearing Officer may make proposed findings of facts and a recommended decision (“Proposed Findings and Recommended Decision”) with respect to only those questions specifically posed by the Board of Retirement or Retirement Administrator in response to the Statement of Claim. Evidence submitted on any other matter shall be deemed by the Hearing Officer to be irrelevant.

- (b) Reporting:

Every Hearing shall be reported by a Certified Shorthand Reporter (“CSR”). The Adverse Party shall arrange for a CSR to be present whenever one is required. The CSR’s notes may be transcribed if the requesting party agrees to pay for the cost of such transcription. The per diem cost of the CSR shall be borne by MCERA.

- (c) Documentary Record:

At the commencement of the Hearing, the Hearing Officer shall identify each document which is being made a part of the record of the Hearing. Any and all objections to the admissibility of any document so identified shall be made and ruled upon at the time of identification. Objections not made at that time shall be deemed waived.

- (d) Control Over Hearing:

The Hearing Officer shall exercise such control over the Hearing as is reasonable, necessary and consistent with these Procedures, prescribing the order of proof, ruling upon the admissibility of evidence and determining whether the matter shall proceed or be adjourned subject to continuation.

- (e) Objections:

All objections to the introduction or admissibility of evidence shall be determined by the Hearing Officer.

- (f) Rules of Evidence:

The California Rules of Evidence shall apply to the conduct of Hearings, subject to the requirements of these Procedures; provided, however, that such Rules may be reasonably modified at the discretion of the Hearing Officer.

7. POST-HEARING PROCEDURES

- (a) Following the Hearing, the Hearing Officer may, but is not required to, request that Claimant and/or Adverse Party submit post-Hearing briefing in a manner to be determined by the Hearing Officer at that time.
- (b) The Hearing Officer shall prepare his or her written Proposed Findings and Recommended Decision.
- (c) The Proposed Findings and Recommended Decision shall be submitted to the Board of Retirement, and served on the Claimant and Adverse Party, no later than thirty (30) court days following the submission of the last post-Hearing brief, if any, following the conclusion of the Hearing.
- (d) Claimant and Adverse Party shall have ten (10) court days to submit written objections, if any, to the Proposed Findings and Recommended Decision, which shall be incorporated into the administrative record to be considered by the Board of Retirement.

8. ACTION BY THE BOARD OF RETIREMENT

Upon receiving the recommendation from the Hearing Officer, the Board of Retirement will, within sixty (60) days of receipt of the Proposed Findings Recommended and Decision, unless extended by the Board, issue a decision in writing (“Board Decision”), ordering one of the following:

- (a) That the relief requested in a Claimant’s Statement be granted if the record and law establish, to the satisfaction of the Board, that the Claimant stated sufficient grounds to support the Claimant’s position; or
- (b) That the relief requested in the Statement be denied, and the reasons therefore; or
- (c) That the matter be referred back to the Hearing Officer with instructions to conduct a further investigation, or to take other action, as deemed appropriate by the Board.

In accordance with Government Code section 31542, if the Board Decision reflects a final determination by the Board that compensation was paid to enhance a member’s retirement benefit in a manner that warrants its exclusion from the member’s retirement allowance calculation, the Board will provide notice of that determination to the member and employer. The member or employer may obtain judicial review of the Board’s action by filing a petition for writ of mandate within 30 days of the mailing of that notice.

9. SERVICE

- (a) When a provision of these Procedures requires that documents be “served,” service shall be made upon the Retirement Administrator and all parties to the Hearing (i.e., Claimant and all Adverse Parties).
- (b) If the party to be served has an attorney of record in accordance with section 2 of these Procedures, service shall be made upon the attorney of record.
- (c) Unless otherwise provided in these Procedures, when a provision herein requires service, service shall be made either personally in a manner permitted under the Code of Civil Procedure for the service of a summons, or by mail in accordance with subsection (d) of this section.
- (d) Service by mail shall be effected by sealing the item to be served in an envelope properly addressed to the party to be served and depositing the envelope in the United States mail, with first class postage fully prepaid. Service by mail shall extend applicable time limitations in the manner prescribed in Code of Civil Procedure section 1013. For purposes of determining the effectiveness of service upon a subject employee, a mailing shall be deemed “properly addressed” if it bears the address specified on the Statement of Claim, or, if the Statement has been amended, the address specified on the most recently-filed amended Statement.

10. REVIEW

The Retirement Board shall review these Procedures at least every three years to assure their efficacy and relevance. These Procedures may be amended at any regular or special meeting of the Board of Retirement by a majority vote of the Board.

Retirement Administrator’s Certificate

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees’ Retirement Association, hereby certify that these Procedures were reviewed by the Board of Retirement of the Marin County Employees’ Retirement Association on November 36, 2024.

---

Retirement Administrator

**MARIN COUNTY EMPLOYEES' ASSOCIATION (MCERA)  
RECORDS RETENTION POLICY AND GUIDELINES**

**ADOPTED: May 21, 2008**  
**AMENDED: September 9, 2009**  
**AMENDED: November 7, 2012**  
**REVIEWED: December 9, 2015**  
**REVIEWED: December 12, 2018**  
**REVIEWED: November 3, 2021**  
**REVIEWED: November 6, 2024**

**I. PURPOSE**

The purpose of the MCERA Records Retention Policy and Guidelines is to establish timeframes and procedures for the retention and destruction of records held by MCERA in compliance with legal and regulatory authority.

**II. POLICY OBJECTIVES**

The objectives of the Policy and Guidelines are to ensure that:

- a) MCERA properly maintains its business records for the appropriate time period;
- b) MCERA properly destroys records once the appropriate time period has passed, and that such destruction occurs in the appropriate manner; and
- c) MCERA staff is apprised of the retention periods and destruction method for the records maintained by MCERA.

**III. POLICY REVIEW**

The Board of Retirement (“Board”) will review this Records Retention Policy and Guidelines at least every three (3) years to ensure that it remains consistent with applicable law and appropriate under the circumstances. The Board may amend this policy, from time to time, by majority vote of the Board.

**IV. POLICY HISTORY**

MCERA has historically followed, and will continue to follow, the County-Wide records retention schedule that is periodically promulgated by the County of Marin (“County”) as to records that are not specific to MCERA, unless that schedule conflicts with the Guidelines hereby adopted by the Board. The County previously has promulgated an MCERA-specific records retention schedule that MCERA also has followed. With the adoption of this Policy and its attached Guidelines, MCERA establishes its own Policy and Guidelines on records retention of MCERA-specific records.

**V. RETIREMENT ADMINISTRATOR'S CERTIFICATE**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify the review of this Policy.

Dated: November ~~6, 2023, 2021~~

---

Jeff Wickman, Retirement Administrator



## MCERA -- Record Retention Guidelines

Office of Record (OFR)	Item No. OR Classification	Title and Description	Retention Period / Disposition						Comments / Reference
			Active (in office)	Inactive (Off-Site) P=Permanent	Total Retention P=Permanent	Media	Image: S=Scan M=Micro-fiche I=Import	Destroy Paper after Imaged	
<p><b><i>If the record is not listed here, refer to the Retention for County-Wide Standards</i></b></p> <p><i>Litigation, complaints, requests for records and/or claims suspend normal retention periods (retention begins after final action - settlement).</i></p> <p><i>Retentions begin when the act is completed, and imply a full file folder (e.g. last document + 2 years), since destruction is normally performed by file folder.</i></p>									
Member Agencies		AGREEMENTS: Contract Employees (Delegated Agreements)	(Transferred from CAO after Completion + 10 years)	50 years	50 years	Mag, Mfr, OD, Ppr	S / M	Yes: When Inactive Confid.	If received in image format (MCERA needs to determine hours contributed for retirement if later hired as a regular employee - "buy back time") GC §26202
MCERA		AGREEMENTS: NEGOTIATED PROFESSIONAL SERVICES. Investment Managers, Custodian, Consultant, Other; including correspondence and payments	Completion + 2 years	8 years	Completion + 10 years		S/I	Yes when inactive	Contracts Statute of Limitations is 4 years; CCP §337; consistent with GC §26202
MCERA		ASSET STRATEGY REPORTS	2 years after audit	6 years	8 years after audit	Mag, Mfr, OD, Ppr	S / M	Yes: When Inactive	Consistent with Investments; GC §26202
MCERA		CUSTODIAN BANK INVESTMENT REPORTS (currently State Street Bank; formerly Bank Of New York )	2 years after audit	6 years	8 years after audit	Mag, Mfr, OD, Ppr	S/I	Yes: When Inactive	Department preference; published articles show 3-4 years; GC §26202, 26 CFR 1.6001-1
MCERA		DIRECT DEPOSIT REPORTS	2 years		2 years	Mag, Ppr			GC §26202

## MCERA -- Record Retention Guidelines

Office of Record (OFR)	Item No. OR Classification	Title and Description	Retention Period / Disposition					Comments / Reference	
			Active (in office)	Inactive (Off-Site) P=Permanent	Total Retention P=Permanent	Media	Image: S=Scan M=Micro-fiche I=Import		Destroy Paper after Imaged
<b><i>If the record is not listed here, refer to the Retention for County-Wide Standards</i></b>									
<i>Litigation, complaints, requests for records and/or claims suspend normal retention periods (retention begins after final action - settlement).</i>									
<i>Retentions begin when the act is completed, and imply a full file folder (e.g. last document + 2 years), since destruction is normally performed by file folder.</i>									
MCERA		INVESTMENTS: Bonds / Arbitrage / Actuaries / Wire Transfers / Capital Calls	2 years after audit	6 years	8 years after audit	Mag, Mfr, OD, Ppr	S / I	Yes: When Inactive	Published articles show disposal + 7 years for security brokerage slips; statewide guidelines propose permanent; FTC Reg's rely on "self-enforcement"; GC§ 26202
MCERA		MEMBER FILES - ACTIVE: Includes payroll / contribution records, birth certificate, actions - adjustments, refunds, buybacks, disability files	Until Termination (see below)		Until Termination (see below)	Mag, Mfr, OD, Ppr	S / I	Yes: After 2 years Confid.	GC §26202
MCERA		MEMBER FILES - DECEASED: Includes death certificate, disposition of contributions, payroll / contribution records, birth certificate, actions - adjustments, refunds, buybacks, disability files	Termination of Benefits + 2 years	4 years	Termination of Benefits + 6 years	Mag, Mfr, OD, Ppr	S / I	Yes: After 2 years Confid.	GC §26202

## MCERA -- Record Retention Guidelines

Office of Record (OFR)	Item No. OR Classification	Title and Description	Retention Period / Disposition						Comments / Reference
			Active (in office)	Inactive (Off-Site) P=Permanent	Total Retention P=Permanent	Media	Image: S=Scan M=Micro-fiche I=Import	Destroy Paper after Imaged	
<p><b><i>If the record is not listed here, refer to the Retention for County-Wide Standards</i></b></p> <p><i>Litigation, complaints, requests for records and/or claims suspend normal retention periods (retention begins after final action - settlement).</i></p> <p><i>Retentions begin when the act is completed, and imply a full file folder (e.g. last document + 2 years), since destruction is normally performed by file folder.</i></p>									
MCERA		MEMBER FILES - RETIRED: Includes retirement papers, payroll / contribution records, birth certificate, actions - adjustments, refunds, buybacks, disability files	Until Deceased (see above)		Until Deceased (see above)	Mag, Mfr, OD, Ppr	S / I	Yes: After 2 years Confid.	GC §26202
MCERA		MEMBER FILES - TERMINATED: Includes termination papers, disposition of contributions, payroll / contribution records, birth certificate, actions - adjustments, refunds, buybacks, disability files	5 years	45 years	50 years	Mag, Mfr, OD, Ppr	S / I	Yes: After 2 years Confid.	GC §26202
Member Agencies		PAYROLL REGISTERS - DEDUCTIONS (Active Employees and Retirees)	2 years		2 years	Mag, Ppr		Confid.	Auditors maintain originals; GC §26201

## MCERA -- Record Retention Guidelines

Office of Record (OFR)	Item No. OR Classification	Title and Description	Retention Period / Disposition					Image: S=Scan M=Micro-fiche I=Import	Destroy Paper after Imaged	Comments / Reference
			Active (in office)	Inactive (Off-Site) P=Permanent	Total Retention P=Permanent	Media				
<p><b>If the record is not listed here, refer to the Retention for County-Wide Standards</b></p> <p><i>Litigation, complaints, requests for records and/or claims suspend normal retention periods (retention begins after final action - settlement).</i></p> <p><i>Retentions begin when the act is completed, and imply a full file folder (e.g. last document + 2 years), since destruction is normally performed by file folder.</i></p>										
MCERA		PAYROLL REGISTERS - BY PAYMENTS TO RETIREES	1 year after audit	4 years	5 years after audit	Mag, OD, Mfr, Ppr	I	Yes: When Inactive Confid.	Consistent with payroll reports; IRS requires 4 yrs; Ca. requires 2 yr min.; EDD requires 4 yrs.; CA FTB keeps 3 years; Published articles show 4 -10 years; IRS Reg §31.6001-1(e)(2), 29 CFR §§ 516.5 - 516.6, R&T §19530; LC § 1174(d); GC §26202	
Member Agencies		PAYROLL REGISTERS - BY INDIVIDUAL / PAY PERIOD (Active Employees from Member Agencies)	Transferred from Auditor	50 years	50 years	Mag, Mfr, OD, Ppr	I	Yes: When Inactive Confid.	MCERA needs to determine hours contributed for retirement if later hired as a regular employee ("buy back time") GC § 26202	
MCERA		PROXIES	3 years		3 years	Mag, Ppr			Department Preference; GC §26202	
MCERA		REAL ESTATE MANAGER REPORTS (Currently Woodmont)	2 years after audit	6 years	8 years after audit	Mag, Mfr, OD, Ppr	S/I	Yes: When Inactive	Consistent with other investments; GC §26202	
MCERA		REPORTS: Interest Freeze, Interest Payment, Actuarial Studies	2 years after audit	6 years	8 years after audit	Mag, Mfr, OD, Ppr	S / M	Yes: When Inactive	Consistent with Investments; GC §26202	

## MCERA -- Record Retention Guidelines

Office of Record (OFR)	Item No. OR Classification	Title and Description	Retention Period / Disposition						Comments / Reference
			Active (in office)	Inactive (Off-Site) P=Permanent	Total Retention P=Permanent	Media	Image: S=Scan M=Micro-fiche I=Import	Destroy Paper after Imaged	
<b><i>If the record is not listed here, refer to the Retention for County-Wide Standards</i></b>									
<i>Litigation, complaints, requests for records and/or claims suspend normal retention periods (retention begins after final action - settlement).</i>									
<i>Retentions begin when the act is completed, and imply a full file folder (e.g. last document + 2 years), since destruction is normally performed by file folder.</i>									
MCERA		RETIREMENT CHECK REGISTER (monthly)	2 years after audit	P	P	Mag, OD, Mfr, Ppr	S/I	Yes: When Inactive	Department preference; GC §26201
Auditor		RETIREMENT CHECK REGISTER (monthly)	2 years after audit	P	P		S / I	Yes: When Inactive	Department preference; GC §26201
MCERA		Audiotape of Board and Committee meeting, if any	Until Board adoption of minutes of meeting, but no sooner than 30 days after the recording	NA	Until Board adoption of minutes of meeting, but no sooner than 30 days after the recording				Gov. Code section 54953.5

## B.6.g

### RECORDS RETENTION SCHEDULE LEGEND

**OFR (Office of Record):** The department that keeps the original or “record copy.” Usually, it is the department that originates the record.

**Classification:** The method of filing and retrieving records (File Number). Most will be alphabetical; some will be numeric, geographic, or subject (depending upon type of record).

**Records Description / Folder Subject:** The record series (a group of like records).

#### **Retention/Disposition:**

**Active:** How long the file remains in the immediate office area

**Inactive:** How long the file is in off-site storage, stored on Optical disk or Microforms

**Total Retention:** The total number of years the record will be retained

For file folders containing documents with different retention timeframes, use the document with the longest retention time.  
P = Permanent

**Vital** = Those records that are needed for basic operations in the event of a disaster.

**Media Options:** The form of the record –

Mag = Computer Magnetic Media (hard drive, disks, tapes, etc.)

Mfr = Microforms (aperture cards, microfilm, microfiche, or jackets)

Ppr = Paper

OD = Optical Disk, WORM, CD-R or other media which does not allow changes

**Scan / Import:** “S” indicates the record should be scanned into the document imaging system;  
“I” indicates the record should be electronically imported into the document imaging system;  
“M” indicates the records should be microfilmed

**Destroy Paper after Imaged & QC’d:** QC’d= Quality Checked. “Yes” indicates the paper version may be destroyed if the document has been imaged (microfilmed, scanned or imported onto Optical Disk – CD, WORM or DVD), and then each page Quality Checked (“QC’d”).

#### **Legend for legal citations**

AHIMA: American Health Information Management Association

CC: Civil Code (CA)

CFR: Code of Federal Regulations (US)

FC: Family Code (CA)

H&S: Health & Safety Code (CA)

Ops. Atty. Gen.; Attorney General Opinions (CA)

R&T: Revenue & Taxation Code (CA)

USC: United States Code (US)

CCP: Code of Civil Procedure (CA)

EC: Elections Code (CA)

FTB: Franchise Tax Board (CA)

HUD: Housing & Urban Develop. (US)

UAC: Uniform Administrative Code

VC: Vehicle Code (CA)

B&P: Business & Professions Code (CA)

CCR: California Code of Regulations (CA)

EVC: Evidence Code (CA)

GC: Government Code (CA)

LC: Labor Code (CA)

PC: Penal Code (CA)

UBS: Uniform Building Code

W&I: Welfare & Institutions Code (CA)

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
TIMING OF EMPLOYER PAYMENT OF REQUIRED CONTRIBUTIONS TO  
MCERA POLICY**

**ADOPTED: August 8, 2012**  
**REVIEWED: December 9, 2015**  
**REVIEWED: December 12, 2018**  
**REVIEWED: November 3, 2021**  
**REVIEWED: November 6, 2024**

**I. PURPOSE**

The Board of Retirement of MCERA (“Board”) implements this policy to clarify the period within which contributions are to be paid to MCERA by its employer plan sponsors (“Plan Sponsors”) under the County Employees Retirement Law of 1937 (Gov. Code sec. 31450 et seq.).

**II. POLICY**

In accordance with Government Code sections 31582, 31584 and 31585, at the end of each pay period, the Plan Sponsors are to certify to the Board the compensation earnable, as defined in Government Code section 31461, they paid, and the Plan Sponsors “shall thereupon” transfer their required contributions to MCERA. The Plan Sponsors already certify their compensation earnable to the Board immediately after each payroll. The Board hereby determines that the Plan Sponsors are to transfer their required contributions to MCERA no later than two business days after each of their payroll dates.

**III. POLICY REVIEW**

The Board will review this Policy at least every three years to ensure that it remains relevant and appropriate. The Policy may be amended at any time by majority vote.

**IV. RETIREMENT ADMINISTRATOR'S CERTIFICATE**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was reviewed by MCERA on November ~~6, 2024~~, 2021.

---

Retirement Administrator

## **B.7 Next Committee Meeting**

This is a discussion with no backup.